
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, certified public accountant or other professional advisors.

If you have sold or transferred all your shares in CHINA VANKE CO., LTD.*, you should at once hand this circular to the purchaser or transferee, or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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vanke
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)

- (1) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018**
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018**
- (3) 2018 ANNUAL REPORT**
- (4) DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2018**
- (5) RE-APPOINTMENT OF CERTIFIED PUBLIC ACCOUNTANTS
FOR THE YEAR 2019**
- (6) AUTHORISATION OF FINANCIAL ASSISTANCE TO THIRD PARTIES**
- (7) MANDATE FOR ISSUANCE OF DIRECT DEBT
FINANCING INSTRUMENTS**
- (8) GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES AND
NOTICE OF THE ANNUAL GENERAL MEETING OF 2018**

IMPORTANT NOTICE: THE SOLE PURPOSE OF DISTRIBUTING THIS CIRCULAR IS TO PROVIDE YOU WITH INFORMATION REGARDING THE ANNUAL GENERAL MEETING OF 2018, SO THAT YOU MAY MAKE AN INFORMED DECISION ON VOTING IN RESPECT OF THE RESOLUTIONS TO BE TABLED AT THE AGM.

A letter from the Board is set out on pages 3 to 10 of this circular.

The Company will convene the AGM at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. on Friday, 28 June 2019. The notice of the AGM is set out on pages 11 to 15 of this circular.

For those who intend to direct a proxy to attend the AGM, please complete the proxy form and return the same in accordance with the instructions printed thereon. To be valid, for holders of A Shares, the proxy form, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the board at No. 5003, Huanggang Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof; for holders of H Shares, the above documents must be delivered to the Company's H Shares Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

* For identification purpose only

10 May 2019

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Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

DEFINITIONS

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

“2017 General Mandate”	the general mandate granted to the Directors by Shareholders at the 2017 annual general meeting held on 29 June 2018
“2018 Annual Report”	the 2018 annual report despatched by the Company on 15 April 2019
“A Share(s)”	the domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shenzhen Stock Exchange (stock code: 000002) and traded in RMB
“AGM”	the annual general meeting of 2018 of the Company to be convened at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. on Friday, 28 June 2019
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“Chairman”	the chairman of the Board
“Company”	China Vanke Co., Ltd.* (萬科企業股份有限公司), a joint stock company established in the PRC with limited liability on 30 May 1984, the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 2202) and the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 000002)
“Company Law”	company law of the PRC
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“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 (stock code: 2202) and traded in Hong Kong dollars

DEFINITIONS

“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which shall, for the purposes of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of the Company, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD

vanke
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. YU Liang

Mr. WANG Wenjin

Mr. ZHANG Xu

Registered office and address of head office

Vanke Center

No. 33 Huanmei Road

Dameisha, Yantian District

Shenzhen, the PRC

Non-executive Directors

Mr. LIN Maode

Mr. CHEN Xianjun

Mr. SUN Shengdian

Principal place of business in Hong Kong

55/F, Bank of China Tower

1 Garden Road

Hong Kong

Independent non-executive Directors

Mr. KANG Dian

Ms. LIU Shuwei

Mr. NG Kar Ling, Johnny

Mr. LI Qiang

10 May 2019

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018**
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018**
- (3) 2018 ANNUAL REPORT**
- (4) DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2018**
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INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary for the AGM in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESOLUTIONS PROPOSED AT THE AGM

Resolutions to be considered at the AGM are set out in the notice of AGM, which is set out on pages 11 to 15 of this circular. Details of resolutions proposed at the AGM are set out below:

1. *To consider and approve the report of the Board of Directors for the year 2018*

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Directors for the year 2018, the text of which is set out in the 2018 Annual Report.

2. *To consider and approve the report of the Supervisory Committee for the year 2018*

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year 2018, the text of which is set out in the 2018 Annual Report.

3. *To consider and approve the 2018 Annual Report*

An ordinary resolution will be proposed at the AGM to approve the 2018 Annual Report.

4. *To consider and approve the dividend distribution plan for the year 2018*

In accordance with International Financial Reporting Standards and Chinese Accounting Standards for Business Enterprises, net profit attributable to equity shareholders of the Company for 2018 amounted to RMB33,772,651,678.61. Net profit of the Company for 2018 amounted to RMB22,986,348,424.81. According to the relevant rules and requirements of the Company Law and the Articles of Association, after the Company appropriated 50% of the net profit of the Company to discretionary surplus reserve, profit available for appropriation for the year 2018 amounted to RMB11,493,174,212.41. Taking into account the undistributed profit at the beginning of 2018 of RMB613,384,586.07, profit of the Company available for appropriation at the end of 2018 amounted to RMB12,106,558,798.48.

The proposal made by the Board in relation to 2018 dividend distribution is as follows: The total amount of cash dividends proposed for distribution for 2018 will be RMB11,811,892,641.07 (inclusive of tax), accounting for 34.97% of the net profit for the year attributable to equity shareholders of the Company for 2018, without any bonus shares or transfer of equity reserve to the share capital. Based on the Company's total number of 11,039,152,001 Shares at the end of 2018, a cash dividend of RMB10.70 (inclusive of tax) will be distributed for each 10 Shares. If any circumstances, such as issuance of new shares, share repurchase or conversion of any convertible bonds into share capital before the record date for dividend distribution, results in a change of the total number of Shares on record date (has the meaning ascribed to it under the Listing Rules) for dividend distribution, dividend per Share shall be adjusted accordingly on the premise that the total dividend amount remains unchanged.

LETTER FROM THE BOARD

Under the 2017 General Mandate, the Company entered into a placing agreement with the placing agents on 27 March 2019 in relation to the placing of 262,991,000 new H Shares which was completed on 4 April 2019. Upon the completion of the placing under the 2017 General Mandate, the total number of Shares increased from 11,039,152,001 Shares to 11,302,143,001 Shares. Thus, the cash dividend to be distributed for each 10 Shares for the year of 2018 will be adjusted from RMB10.70 to RMB10.451020, with the total amount of cash dividends remains unchanged.

5. *To consider and approve the re-appointment of certified public accountants for the year 2019*

To propose to the AGM for consideration and approval on the re-appointment of KPMG Huazhen LLP to audit the financial statements for the year 2019 of the Company to be prepared in accordance with the PRC Accounting Standards for Business Enterprises, and prepare an internal control audit report, and review the half year financial statements for the six months ended 30 June 2019 of the Company to be prepared in accordance with the PRC Accounting Standards for Business Enterprises; to re-appoint KPMG to audit the financial statements for the year 2019 of the Company to be prepared in accordance with the International Financial Reporting Standards, and audit the half year financial statements for the six months ended 30 June 2019 of the Company to be prepared in accordance with the International Financial Reporting Standards.

The remuneration for the auditing services to KPMG Huazhen LLP and KPMG in 2019 will be RMB14.00 million, which will not cover fees for auditing services such as auditing and financing rating support for any other subsidiaries and associates. The Company will not be responsible for tax expenses, travelling expenses or any other expenses.

6. *To consider and approve the authorisation on the Company and its majority-owned subsidiaries providing financial assistance to third parties*

In order to provide necessary capital for the operation and development of project companies, increase the efficiency in decision-making, accelerate construction progress of projects and enhance return to shareholders, the Board proposes to the AGM for authorising the Board (or its designated person(s)) to decide on the arrangements for the provision of financial assistance to third parties by the Company and its majority-owned subsidiaries within a specified amount, in accordance with relevant rules and regulations, including Shenzhen Stock Exchange Industry Information Disclosure Guideline No. 3 – Real Estate Business Related Listed Companies (2017 amendment). Details of the authorisation are as follows:

- (1) The financial assistance proposed for authorisation refers to the actions of the Company and its majority-owned subsidiaries to provide funds or entrusted loans to third parties, with or without consideration, and the target of such financial assistance shall be an unconsolidated project company or a project company with no more than 50% of equity interest attributable to the Company, or a majority-owned subsidiary invested and formed by the Company and its connected parties. Majority-owned subsidiaries consolidated by the Company and with more than 50% equity interest attributable to the Company are excluded;

LETTER FROM THE BOARD

- (2) The target of such financial assistance shall be engaged in real estate development as its only main business. The capital of financial assistance shall only be applied for the target's main business. The target's latest audited debt-asset ratio may exceed 70%;
- (3) The Company shall provide financial assistance to the target in proportion to its capital contribution, that means other shareholders or any cooperating parties of the target which accept the financial assistance shall also provide financial assistance in proportion to their capital contributions under similar conditions, such as amount, term of financing, interest rates, covenant and security measures;
- (4) The total amount of the authorised financial assistance shall not exceed 50% of the Company's latest audited net equity attributable to the equity shareholders of the Company, which is RMB77.882 billion. The amount of financing to a single project company shall not exceed 10% of the Company's latest audited net equity attributable to the equity shareholders of the Company, which is RMB15.576 billion. Funds can be re-applied within the approved amount, provided that the balance of financial assistance does not exceed the amount of financial assistance approved at the AGM at any given time;
- (5) Sources of the financial assistance shall be internal resources and self-raised capital of the Company;
- (6) To enhance decision-making efficiency, the Board proposes to the AGM to authorise the Board to decide on financial assistance matters in compliance with the aforementioned conditions. Upon receiving the authorisation from the AGM, the Board shall simultaneously authorise the Company's president to make relevant decisions, and to make timely disclosure;
- (7) The above authorisation shall be in force from the date of approval of the resolution at the 2018 annual general meeting to the date of the Company's 2019 annual general meeting; and
- (8) The Company undertakes that, in the 12-month period following the date on which financial assistance to third parties actually occurs, the Company will not use idle funds (if any) raised to temporarily replenish liquidity, or turn raised funds into permanent liquidity, or apply over-raised fund for replenishment of permanent liquidity or for repayment of bank loans.

LETTER FROM THE BOARD

7. *To consider and approve the mandate for issuance of direct debt financing instruments*

In order to maintain financing flexibility, reserve adequate limit to replace expiring debts, further optimize the term structure of debts, reduce the financing costs and secure and promote the healthy development of the Company, and taking into consideration of future debt repayments and the need of business development, the Board proposes to the AGM to grant the mandate to the Company to issue direct debt financing instruments of not more than RMB32 billion. Particulars of the mandate are as follows:

(I) Type and principal terms of the issuance

- (1) Type of issuance: direct debt financing instruments, including but not limited to corporate bonds, medium-term notes, short-term commercial papers, ultra-short-term commercial papers, perpetual bonds, asset-backed bonds, enterprise bonds or the combination of any of the above in the domestic and overseas markets.
- (2) Issuance schedule: one-off or multiple issuances, and may be of different types.
- (3) Method of issuance: to authorise the Board (or its authorised person(s)) to determine according to market conditions at the time of issuance.
- (4) Interest rate: to authorise the Board (or its authorised person(s)) to determine, according to market conditions at the time of issuance, by using reasonable and legitimate methods.
- (5) Term and type: Among the direct debt financing instruments, the term of non-perpetual bonds shall not exceed 10 years (including 10 years), and that of perpetual bonds shall be determined by the Board (or its authorised person(s)) with authorisation by the AGM; the relevant terms for each issuance of direct debt financing instruments, such as the size, duration, interest rate and method of issuance, shall comply with the requirements of relevant rules.
- (6) Use of proceeds: the proceeds raised from the issuance of direct debt financing instruments are expected to be used to meet the needs of the Company's production and operation, to adjust its debt structure, to replenish liquidity resources and/or for investment projects (including but not limited to long-term rental apartments, logistics real estate, industrial parks, housing for the aged and carparks); to authorise the Board (or its authorised person(s)) to determine according to the capital requirements of the Company at the time of application and issuance.
- (7) Validity period of the resolution: to be effective for a period of 24 months commencing from the date of approval at the AGM.

LETTER FROM THE BOARD

(II) Authorisation to the Board

It is proposed that the Board shall seek approval at the AGM to authorise the Board (or its authorised person(s)) to deal with the relevant matters in connection with the above matters at its absolute discretion, within the validity period of the resolution, in accordance with the specific needs of the Company and other market conditions, including but not limited to:

- (1) to determine the specific type of direct debt financing instruments to be issued by the Company, including but not limited to corporate bonds, medium-term notes, short-term commercial papers, ultra-short-term commercial papers, perpetual bonds, asset-backed bonds and enterprise bonds or the combination of any of the above in domestic and overseas markets, within the issuance cap;
- (2) to determine the specific applications of the proceeds according to the Company's specific needs within the scope of the use of proceeds above;
- (3) to decide on the specific terms and conditions of each issuance of direct debt financing facility and related matters, including but not limited to the amount, interest rate, duration, issuance schedule, targets, method of issuance, issuance and placing arrangement of the direct debt financing facility, etc., according to the Company's production, operation, capital expenditure requirements, as well as market conditions;
- (4) in accordance with the actual needs for the issuance of direct debt financing instruments, to appoint various intermediaries, including but not limited to principal underwriter, rating agency, legal counsels, etc., as well as to negotiate, sign and revise the relevant contracts or agreements, and to sign all the necessary documents relevant to each issuance, registration and listing, and apply to the relevant regulatory bodies, on behalf of the Company, for each issuance of direct debt financing facility, and to go through all the necessary procedures, including registration and filing, etc.;
- (5) to handle all other matters related to the issuance of direct debt financing instruments not mentioned above;
- (6) the validity period of the authorisation stipulated in this resolution is 24 months from the day of approval of this resolution on authorization at the AGM. If the Board and/or its authorised person(s) decide(s) to proceed with the said issuance within the validity period of the authorisation, and the Company obtains approval, permission or registration of such issuance from the regulatory body within the validity period of the authorisation, the Company may complete the issuance within the validity period defined by such approval, permission or registration.

LETTER FROM THE BOARD

8. *To consider and approve a general mandate to issue additional H Shares of the Company*

Pursuant to the requirements of Rule 19A.38 of the Listing Rules (as amended from time to time), the Board intends to propose to the AGM to approve the granting of a general mandate to the Board by special resolution to authorise the Board to decide to, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and/or deal with new H Shares not exceeding 20% of the amount of H Shares (including but not limited to options such as warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into H Shares) in issue as at the date of the passing of such resolution by the AGM, with issuance price at a discount (if any) of not more than 10% (rather than 20% as limited under the Listing Rules) to the benchmark price of the securities and make or grant offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers. Details of the resolution were set out in the notice of the AGM.

THE AGM

The AGM will be convened at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. on Friday, 28 June 2019 to consider and if thought fit, to approve the resolutions set forth in the notice of the AGM. The notice of the AGM is set out on pages 11 to 15 of this circular.

The notice, proxy form and reply slip of the AGM will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and despatched to the Shareholders in accordance with the Listing Rules on Friday, 10 May 2019.

For those who intend to direct a proxy to attend the AGM, please complete the proxy form and return the same in accordance with the instructions printed thereon. To be valid, for holders of A Shares, the proxy form, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Board at No. 5003, Huanggang Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof; for holders of H Shares, the above documents must be delivered to the Company's H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

The H Shares register of members will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019 (both days inclusive), during which period no share transfers of H Shares will be effected. For holders of H Shares who intend to attend the AGM, the shares and the registration documents must be delivered to the Company's H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 28 May 2019. The holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on Tuesday, 28 May 2019 are entitled to attend and vote in respect of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

Shareholders who intend to attend the AGM in person or by proxy should return the reply slip accompanying the notice of AGM to the office of the Board 20 days before the date of AGM (8 June 2019) by hand, by post or by fax.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the resolutions set forth in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. As such, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the resolutions set forth in the notice of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board of
China Vanke Co., Ltd.*
Yu Liang
Chairman

NOTICE OF THE ANNUAL GENERAL MEETING OF 2018

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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)

NOTICE OF THE ANNUAL GENERAL MEETING OF 2018

NOTICE IS HEREBY GIVEN that the annual general meeting of 2018 (the “AGM”) of China Vanke Co., Ltd.* (the “Company”) will be convened at 3:00 p.m. on Friday, 28 June 2019 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC for the purposes of considering and, if thought fit, approving (with or without any amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year 2018;
2. To consider and approve the report of the supervisory committee of the Company for the year 2018;
3. To consider and approve the annual report for the year 2018;
4. To consider and approve the dividend distribution plan for the year 2018;
5. To consider and approve the re-appointment of certified public accountants for the year 2019;
6. To consider and approve the authorisation on the Company and its majority-owned subsidiaries providing financial assistance to third parties;
7. To consider and approve the mandate for issuance of direct debt financing instruments.

SPECIAL RESOLUTION

8. To consider and approve a general mandate to issue additional H shares of the Company.

Pursuant to the requirements of Rule 19A.38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”), the board of directors of the Company (the “Board”) intends to propose to the AGM to approve the granting of a general mandate to the Board by a special resolution to authorise the Board to decide to, subject to market conditions and the needs of the Company, separately or

NOTICE OF THE ANNUAL GENERAL MEETING OF 2018

concurrently issue, allot and/or deal with new H shares not exceeding 20% of the number of H shares (including but not limited to options such as warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into H shares) in issue as at the date of passing of such resolution by the AGM, with issuance price at a discount (if any) of not more than 10% (rather than 20% as limited under the Listing Rules) to the benchmark price of the securities and make or grant offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers.

I. The General Mandate

For the purpose of making use of market opportunities, it is proposed to the AGM to grant full authorisation to the Board to authorise its approved person(s), or the delegated person(s) of such approved person(s), to handle relevant matters of issuance of Shares under this resolution, within the framework and principle as considered by the AGM, including but not limited to:

- (1) Subject to market conditions and the needs of the Company, separately or concurrently issue, allot and/or deal with new H shares during the Relevant Period (as defined below) and to make or grant offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers;
- (2) Approve the number of the H shares to be allotted or agreed conditionally or unconditionally to be allotted (including but not limited to options such as warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into H shares) shall not exceed 20% of the existing H shares in issue, representing up to 2.79% of total number of shares of the Company in issue as at the date of the passing of this resolution at the AGM. Currently, the Company has 11,302,143,001 shares in issue, including 9,724,196,533 A shares and 1,577,946,468 H shares. Subject to the passing of the proposed resolution for the approval of the general mandate at the AGM, and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with up to a maximum of 315,589,293 H shares;
- (3) Approve the issue price of the H shares to be allotted or agreed conditionally or unconditionally to be allotted shall be at a discount (if any) of not more than 10% (rather than 20% as limited under the Listing Rules) to the benchmark price of the securities;

the abovementioned benchmark price means the price which is the higher of:

1. the closing price of H shares on the date of the relevant placing agreement or other agreements involving the proposed issue of H shares under the general mandate; or

NOTICE OF THE ANNUAL GENERAL MEETING OF 2018

2. the average closing price of H shares for the 5 trading days immediately prior to the earliest of:
 - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of H shares under the general mandate;
 - (b) the date of the placing agreement or other agreement involving the proposed issue of H shares under the general mandate; or
 - (c) the date on which the placing or subscription issue price is determined.
- (4) Determine and implement detailed issuance plan for abovementioned general mandate, including but not limited to the class of new shares to be issued, pricing mechanism and/or issuance price (including price range), the issuance method, number of H shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot H shares to existing shareholders;
- (5) Engage the services of professional advisers for issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance; review, approve and execute, on behalf of the Company, agreements related to issuance, including but not limited to placing or underwriting agreements and engagement agreements of professional advisers;
- (6) Review, approve and execute, on behalf of the Company, statutory documents in relation to issuance to be submitted to regulatory authorities, to carry out approval procedures required by regulatory authorities and the place in which the Company is listed, and to complete all necessary filings, registrations and records with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);
- (7) Amend, as required by regulatory authorities within or outside the PRC, agreements and statutory documents referred to in item no. (5) and (6) above; and
- (8) Approve the increase the registered capital of the Company after share issuance, and to make corresponding amendments to the articles of association of the Company relating to total share capital and shareholding structure, etc..

NOTICE OF THE ANNUAL GENERAL MEETING OF 2018

II. Validity of the General Mandate

Except that the offers, agreements, or options have been made or granted during the Relevant Period in relation to the issue of H shares, which might require further promotion or implementation after the end of the Relevant Period, the exercise of the authorisations referred to above shall be within the Relevant Period.

“Relevant Period” means the period from the passing of this resolution as a special resolution at the AGM until whichever is the earliest of the following three dates:

- (1) the conclusion of the 2019 annual general meeting of the Company;
- (2) the expiration of the 12-month period following the passing of this resolution at the AGM; or
- (3) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at a general meeting.

Exercise of the authorisations granted under the above mentioned general mandate by the Board and person approved by the Board or his or her delegated person(s) shall be in its sole discretion and is subject to the Company Law of the People’s Republic of China and the relevant requirements of the Listing Rules, as well as all necessary approvals of the China Securities Regulatory Committee and/or other relevant authorities of the PRC.

By Order of the Board of
China Vanke Co., Ltd.*
Yu Liang
Chairman

Shenzhen, the PRC, 10 May 2019

* *For identification purpose only*

Notes:

1. The register of members of H shares of the Company will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019 (both days inclusive), during which period no share transfers of H shares of the Company will be effected. For those holders of H shares of the Company who intend to attend the AGM, the shares and the registration documents must be delivered to the H share registrar of the Company, 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 Tuesday, 28 May 2019. The holders of the Company’s H shares whose names appear on the register of members of the Company at the close of business on Tuesday, 28 May 2019 are entitled to attend and vote in respect of the resolutions to be proposed at the AGM.
2. Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf at the AGM. 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.

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4. The proxy form and the instrument appointing a proxy must be in writing under the hand of the shareholder or his/her 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 of the Company, 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 AGM. In order to be valid, for holders of H shares of the Company, the above documents must be delivered to the H share registrar of the Company not less than 24 hours before the time appointed for the AGM.
5. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip accompanying each notice of AGM to the office of the Board 20 days before the date of AGM (8 June 2019) by hand, by post or by fax.
6. This AGM is expected to last for half a day. Shareholders (in person or by proxy) attending this AGM are responsible for their own transportation and accommodation expenses.
7. The address of the office of the Board is as follows:

City (Futian) Office of China Vanke Co., Ltd.
No. 5003 Huanggang Road, Futian District, Shenzhen, the PRC
Postal code: 518035

Contact persons: Ms. Li Yuanyuan, Mr. Xu Zhitao
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.