

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)

REVISED PROXY FORM FOR THE ANNUAL GENERAL MEETING OF 2019 TO BE HELD ON TUESDAY, 30 JUNE 2020

Number of shares to which this Revised Proxy Form relates ¹	
Type of shares (A shares or H shares) to which this Revised Proxy Form relates ¹	

I/We² _____
of _____
(address as shown in the register of members) being shareholder(s) of CHINA VANKE CO., LTD.* (the “Company”) hereby appoint the chairman of the Meeting or³ _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting of 2019 of the Company (the “AGM” or the “Meeting”) to be held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC starting from 2:00 p.m. on Tuesday, 30 June 2020 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the initial notice of the AGM dated 15 May 2020, which was sent to the shareholders of the Company together with the original proxy form (the “Initial Proxy Form”), and the supplemental notice of the AGM dated 29 May 2020, which was sent to the shareholders of the Company with this revised proxy form (the “Revised Proxy Form”), and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1	To consider and approve the report of the board of directors of the Company for the year 2019			
2	To consider and approve the report of the supervisory committee of the Company for the year 2019			
3	To consider and approve the annual report for the year 2019			
4	To consider and approve the dividend distribution plan for the year 2019			
5	To consider and approve the re-appointment of certified public accountants for the year 2020			
6	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing financial assistance to third parties			
7	To consider and approve the authorisation of guarantee by the Company to its majority-owned subsidiaries			
SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
8	To consider and approve the resolution in relation to the general mandate to issue additional H shares			
9	To consider and approve the resolution in relation to the general mandate for repurchase of shares			
10	To consider and approve the resolution in relation to the proposed amendments to Articles of Association			
11	To consider and approve the resolution in relation to the proposed amendments to the Procedural Rules for the General Meeting			
12	To consider and approve the resolution in relation to the proposed amendments to the Procedural Rules for the Board of Directors			
13	To consider and approve the resolution in relation to the proposed amendments to the Procedural Rules for the Supervisory Committee			
ORDINARY RESOLUTIONS VOTED BY ACCUMULATIVE VOTING SYSTEM ⁵				
14	To consider and approve the resolutions of proposed election and re-election of executive directors and non-executive directors	Accumulative Voting ⁵ (Please fill in the number of shares voted)		
14.1	To consider and approve the election of Mr. HU Guobin as a non-executive director			
14.2	To consider and approve the election of Mr. LI Qiangqiang as a non-executive director			
14.3	To consider and approve the election of Mr. TANG Shaojie as a non-executive director			
14.4	To consider and approve the election of Mr. WANG Haiwu as an executive director			
14.5	To consider and approve the election of Mr. XIN Jie as a non-executive director			
14.6	To consider and approve the re-election of Mr. YU Liang as an executive director			
14.7	To consider and approve the election of Mr. ZHU Jiusheng as an executive director			

15	To consider and approve the resolutions of election and re-election of independent non-executive directors ¹⁰	Accumulative Voting⁵ (Please fill in the number of shares voted)
15.1	To consider and approve the election of Mr. ZHANG Yichen as an independent non-executive director	
15.2	To consider and approve the re-election of Mr. KANG Dian as an independent non-executive director	
15.3	To consider and approve the re-election of Ms. LIU Shuwei as an independent non-executive director	
15.4	To consider and approve the re-election of Mr. NG Kar Ling, Johnny as an independent non-executive director	
16	To consider and approve the resolutions of election and re-election of non-staff representative member(s) of the Supervisory Committee	Accumulative Voting⁵ (Please fill in the number of shares voted)
16.1	To consider and approve the election of Mr. LI Miao as a supervisor	
16.2	To consider and approve the re-election of Mr. XIE Dong as a supervisor	

Date: _____ 2020 Signature(s)⁶: _____

Notes:

- Please insert the number of shares registered in your name(s) to which this Revised Proxy Form relates. If no number is inserted, this Revised Proxy Form will be deemed to relate to all the shares in the Company registered in your name(s). Please also insert the type of shares (A shares or H shares) to which this Revised Proxy Form relates.
- Please insert the full name and address(es) (as shown in the register of members) in block letters.
- If any proxy other than the chairman of the Meeting is preferred, delete the words "the chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- For resolutions 1-13: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN".** The shares abstained from voting will be counted in the calculation of the required majority. Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as "abstain". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Unless you have indicated otherwise in this Revised Proxy Form, your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM.
- For resolutions 14-16:**
Attention: The method of accumulative voting will be adopted in respect of resolutions 14-16. Please fill in the blanks entitled "Accumulative Voting" under resolutions 14-16 in accordance with the following instructions:
 - For every share held by you, you will have the same number of voting rights equivalent to the number of directors or supervisors of the Company to be elected in each resolution. For instance, if you hold 1 million shares, (a) the total number of votes which you will have in respect of resolutions 14.1 to 14.7 is 7 million (i.e. 1 million shares x 7 candidates = 7 million votes); (b) the total number of votes which you will have in respect of resolutions 15.1 to 15.4 is 4 million (i.e. 1 million shares x 4 candidates = 4 million votes); and (c) the total number of votes which you will have in respect of resolutions 16.1 to 16.2 is 2 million (i.e. 1 million shares x 2 candidates = 2 million votes).
 - No ballot will be cast under "For", "Against" or "Abstain" in accumulative voting. You are requested to fill in the corresponding number of votes in the "Accumulative Voting" column against the name of each candidate. You may vote from nil vote to the maximum number of votes under each resolution. The number of votes does not need to be the integral multiples of the number of shares held by you. If you mark "✓" in the blank against the names of all candidates, you will be deemed to cast your total number of votes equally amongst the corresponding candidates.
 - Please note that you may either cast all your votes to one of the proposed candidates, or cast equally or differently to more than one of the proposed candidates. For example, if you hold 1 million shares, the aggregate number of votes you have regarding the resolutions 14.1 to 14.7 is 7 million. You may choose to cast (i) 1 million votes each out of the total 7 million votes equally among the seven candidates; (ii) all your 7 million votes on one candidate; or (iii) 3 million votes on candidate A, 2 million votes on candidate B, 2 million votes on candidate C and nil vote on the remaining candidates, etc.
 - The total number of your votes cast on the candidates shall not exceed the total number of votes to which you are entitled. If the total number of votes cast by you on the candidates exceeds the total number of votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; if the total votes cast by you for the candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes.
- This Revised Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this Revised Proxy Form 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.
- Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the AGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, for holders of A shares, this Revised 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 of directors of the Company at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC (postal code: 518083) not less than 24 hours before the time appointed for the AGM. In order to be valid, for holders of H shares, the above documents must be delivered to the H share registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the AGM or any resumed session.
- Any shareholder who intends to appoint a proxy to attend the AGM and has not lodged the Initial Proxy Form is required to complete and lodge the enclosed Revised Proxy Form in accordance with the instructions stated thereon and lodging the Initial Proxy Form is not required. If a shareholder has already returned the Initial Proxy Form in accordance with the instructions printed thereon, he/she should note that:
 - If no Revised Proxy Form is returned by the shareholder in accordance with the instructions stated thereon, the Initial Proxy Form will be treated as a valid Revised Proxy Form lodged by the shareholder if duly completed. (Each of) the proxy(ies) appointed under the Initial Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the revised resolution 15.1).
 - If the Revised Proxy Form is lodged 24 hours before the time appointed for the AGM in accordance with the instructions stated thereon, the Revised Proxy Form, if it is duly completed, will revoke and supersede the Initial Proxy Form previously lodged by the shareholder. The Revised Proxy Form will be treated as a valid form of proxy if duly completed.
 - If the Revised Proxy Form is lodged within 24 hours before the time appointed for the AGM, or it is lodged 24 hours before the time appointed for the AGM but not duly completed, it will be deemed invalid. It will not revoke the Initial Proxy Form previously lodged by the shareholder. The Initial Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. (Each of) the proxy(ies) appointed under the Initial Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the revised resolution 15.1).
- For the avoidance of doubt, since accumulative voting system is adopted for voting and counting results of resolution 15, for the revised resolution 15.1 to resolution 15.4, if you have lodged and duly completed the Initial Proxy Form:
 - If no Revised Proxy Form is returned, the Revised Proxy Form is lodge within 24 hours before the time appointed for the AGM, or lodged 24 hours before the time appointed for the AGM but it is not duly completed, it will be deemed as that the number of voting shares has not been given to the revised resolutions 15.1 to 15.4 in the Revised Proxy Form, the relevant voting instructions given to the resolutions 15.1 to 15.4 in the Initial Proxy Form will also be treated as invalid;
 - If the Revised Proxy Form is lodged 24 hours before the time appointed for the AGM, if duly completed, the voting shares given to the revised resolution 15.1 to resolution 15.4 in the Revised Proxy Form will be treated as valid voting instruction.

* For identification purpose only