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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)

**CIRCULAR
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING OF
2016**

This circular should be read together with the Initial Notice dated 14 May 2017.

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

The Supplemental Notice convening the AGM to be held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 2:30 p.m. on Friday, 30 June 2017 is set out on pages 11 to 15 of this circular. The Revised Proxy Form applicable for the AGM is herewith enclosed. Holders of the A Shares who intend to attend the AGM by proxy should complete and return the Revised Proxy Form in accordance with the instructions stated thereon to the office of the Board at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC, as soon as possible and in any event not less than 24 hours before the time appointed for the AGM. Holders of the H Shares who intend to attend the AGM by proxy should complete and return the Revised Proxy Form in accordance with the instructions stated thereon to the H share registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the AGM. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

21 June 2017

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DEFINITIONS

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

“Additional Resolutions”	the additional resolutions proposed by SZMC on 19 June 2017 pursuant to Article 72 of the Articles of Association, in relation to the proposed election and re-election of the Directors and the Supervisors
“AGM”	the annual general meeting of 2016 of the Company to be held at 2:30 p.m. on Friday, 30 June 2017 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC
“Articles of Association”	the articles of association of the Company
“A Shares”	the 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 (Stock Code: 000002) and traded in RMB
“Board”	the board of directors of the Company
“China” or “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
“Company”	China Vanke Co., Ltd.* (萬科企業股份有限公司), a joint stock company established under the laws of the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2202) and the A Shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000002)
“Directors”	the directors of the Company
“H Shares”	the overseas listed foreign invested ordinary shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Initial Notice”	the notice dated 14 May 2017 convening the AGM

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Revised Proxy Form”	the revised proxy form applicable for the AGM accompanying this circular and published on the website of the Stock Exchange (www.hkex.com.hk)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	the ordinary shares of the Company, including the A Shares and the H Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supplemental Notice”	the supplemental notice dated 21 June 2017 convening the AGM as set out on page 11 to 15 of this circular
“SZMC”	Shenzhen Metro Group Co., Ltd.* (深圳市地鐵集團有限公司), a Shareholder
“%”	per cent

* For identification purpose only

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

Registered office and address of head office:

Vanke Center

No. 33 Huanmei Road

Dameisha, Yantian District

Shenzhen, the PRC

Non-executive Directors:

Mr. QIAO Shibo

Mr. SUN Jianyi

Mr. WEI Bin

Mr. CHEN Ying

Principal place of business in Hong Kong:

55/F, Bank of China Tower

1 Garden Road

Hong Kong

Independent non-executive Directors:

Mr. ZHANG Liping

Mr. HUA Sheng

Ms. LAW Elizabeth

Mr. HAI Wen

21 June 2017

To the Shareholders

Dear Sir/Madam,

**CIRCULAR
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING OF
2016**

INTRODUCTION

Reference is made to the Initial Notice dated 14 May 2017, which sets out certain resolutions requiring approvals from the Shareholders at the AGM. Please refer to the Initial Notice for details.

LETTER FROM THE BOARD

Pursuant to Article 72 of the Articles of Association, the Shareholder(s) individually or jointly holding more than 3% of the Shares may submit proposed resolutions in writing to the convenor of a general meeting 10 days prior to the meeting. The convenor shall issue a supplemental notice of the general meeting and announce the contents of such proposed resolutions within two days after the receipt thereof. On 19 June 2017, the Board received from SZMC a letter stating that as the terms of the 17th session of the Board and the 8th session of the supervisory committee of the Company have expired, SZMC, as a shareholder of the Company, proposed to the Board the submission of the Additional Resolutions in relation to the proposed election and re-election of the Directors and the Supervisors to the AGM for consideration and approval pursuant to relevant laws, regulations and the Articles of Association.

As of the date of this circular, SZMC is a holder of 1,689,599,817 A Shares, representing 15.31% of the total issued share capital of the Company. Pursuant to a proxy agreement entered into among SZMC and ten subsidiaries of China Evergrande Group* (中國恒大集團) (including Hengda Real Estate Co., Ltd.* (恒大地產集團有限公司), Guangzhou Xinsheng Investment Co., Ltd.* (廣州市欣盛投資有限公司), Guangzhou Yubo Investment Co., Ltd.* (廣州市昱博投資有限公司), Guangzhou Yibo Investment Co., Ltd.* (廣州市奕博投資有限公司), Guangzhou Yuelang Investment Co., Ltd.* (廣州市悅朗投資有限公司), Guangzhou Kaixuan Investment Co., Ltd.* (廣州市凱軒投資有限公司), Guangzhou Guangyu Industrial Co., Ltd.* (廣州市廣域實業有限公司), Guangzhou Zhongqin Investment Co., Ltd.* (廣州市仲勤投資有限公司), Guangzhou Qitong Industrial Co., Ltd.* (廣州市啟通實業有限公司) and Guangzhou Kaijin Investment Co., Ltd.* (廣州市凱進投資有限公司) (together, the “**Evergrande’s Subsidiaries**”), the Evergrande’s Subsidiaries, which in aggregate hold 1,553,210,974 A Shares, representing 14.07% of the total issued share capital of the Company, have entrusted SZMC certain rights, including voting rights, proposal rights and rights to attend general meetings attached to such Shares held by the Evergrande’s Subsidiaries.

The Board has approved the proposed submission of the Additional Resolutions to the AGM for consideration and approval, if thought fit, by the Shareholders.

The purpose of this circular is to provide details of the Additional Resolutions. The Additional Resolutions, which have been set out in the Supplemental Notice, will be submitted to the AGM for Shareholders’ approvals.

PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with the Articles of Association, the Board comprises 11 members elected by the Shareholders at general meeting(s). The term of office of the Directors shall be three years, renewable by re-election upon expiry.

In accordance with the Articles of Association, the supervisory committee of the Company comprises three members. Other than the two Supervisor candidates proposed for election at the AGM, one Supervisor shall be elected by the employees of the Company through democratic process pursuant to the Articles of Association. The term of office of the Supervisors shall be three years, renewable by re-election upon expiry.

LETTER FROM THE BOARD

The proposal for the election and re-election of the following candidates as Directors/Supervisors will be put forward to the Shareholders for consideration and approval by way of ordinary resolutions at the AGM. Details regarding the qualification and independence of the independent non-executive Director candidates shall be filed with the Shenzhen Stock Exchange pursuant to relevant requirements and no objection shall be received therefrom before the voting at the AGM may take place.

No.	Name of the Director/Supervisor candidate	Current designation on the Board/Supervisory Committee	Proposed designation on the Board/Supervisory Committee
1	YU Liang	Executive Director	Executive Director
2	LIN Maode	N/A	Non-executive Director
3	XIAO Min	N/A	Non-executive Director
4	CHEN Xianjun	N/A	Non-executive Director
5	SUN Shengdian	N/A	Non-executive Director
6	WANG Wenjin	Executive Director	Executive Director
7	ZHANG Xu	N/A	Executive Director
8	KANG Dian	N/A	Independent non-executive Director
9	LIU Shuwei	N/A	Independent non-executive Director
10	NG Kar Ling, Johnny	N/A	Independent non-executive Director
11	LI Qiang	N/A	Independent non-executive Director
12	XIE Dong	Supervisor	Supervisor
13	ZHENG Ying	N/A	Supervisor

Details of each of the abovementioned Director and Supervisor candidates are set out as follows pursuant to Rule 13.51(2) of the Listing Rules:

Mr. YU Liang (郁亮), born in 1965, has been a Director since 1994 and the president of the Company since 2001. He also serves as a director of Vanke Real Estate (Hong Kong) Company Limited. Mr. Yu joined the Company in 1990, and was subsequently appointed as a deputy general manager in 1996 and an executive deputy general manager and finance manager in 1999. Prior to joining the Company, Mr. Yu had worked for Shenzhen Waimao Group. Mr. Yu served as an independent director of Shanghai Metersbonwe Fashion & Accessories Co., Ltd. (a company listed on the Shenzhen Stock Exchange; stock code:002269) from January 2014 to March 2017. Currently, Mr. Yu is also a director of Cura Investment Management (Shanghai) Co., Ltd. Mr. Yu graduated from Peking University with a bachelor's degree in International Economics in 1988 and a master's degree in Economics in 1997.

As at the date of this circular, Mr. Yu holds 7,306,245 A Shares, representing 0.066% of the total issued share capital of the Company.

Mr. LIN Maode (林茂德), born in 1956, is the chairman and secretary of the party committee of SZMC. Mr. Lin joined SZMC in September 2006, and had served as a deputy general manager, managing director and deputy secretary of its party committee. He began his

LETTER FROM THE BOARD

career in September 1973, and had served as a lecturer of the Finance Department in Sichuan Finance and Economics Institute and an assistant to general manager, chief economist and deputy general manager of Shenzhen Zhenye (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange; stock code: 000006). Mr. Lin graduated from Sichuan Finance and Economics Institute with a bachelor's degree in Finance in 1983. He is a senior economist with principal senior professional title.

Mr. XIAO Min (肖民), born in 1963, is a director, general manager and deputy secretary of the party committee of SZMC. He also serves as a director of Shenzhen Gas Corporation Ltd. (a company listed on the Shanghai Stock Exchange; stock code: 601139). Mr. Xiao joined SZMC as a chief engineer in March 2009. He had previously worked at the Railway Department No.3 Survey and Design Institute (currently known as China Railway Design Corporation) from August 1988 to March 2009 as an engineer of the subway branch institute, senior engineer, deputy chief engineer of a branch institute, chief engineer, vice principal of a branch institute, concurrence vice principal of a branch institute and deputy chief engineer of City Traffic Branch, and deputy chief engineer of the institute. He had also worked at CCC First Harbor Engineering Co. Ltd. from July 1985 to July 1988. Mr. Xiao graduated from Tongji University with a bachelor's degree in Subsurface Construction Works in 1985. He is a professor grade senior engineer.

Mr. CHEN Xianjun (陳賢軍), born in 1972, is currently a director and chief financial officer of SZMC and a director of Shenzhen Eastern Public Traffic Corporation. Mr. Chen had previously been an accountant in the finance department of Hangzhou Jiangnan Electronic Engineering Company, chief auditor of the audit department of Jintian Industrial Group Co., Ltd., deputy head (presiding) of the finance department of Shenzhen Longgang District Gas Co., Ltd., head of the finance department of Shenzhen Shenran LPG Co., Ltd., officer and deputy principal officer in the property administration office, performance assessment (audit) office and supervision and inspection office (audit office) of Shenzhen Municipal People's Government State-owned Assets Supervision and Administration Commission, deputy manager and manager of the finance department of Shenzhen Zhenye (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange; stock code: 000006) and director of finance of Shenzhen Metro No. 3 Line Investment Co., Ltd. Mr. Chen graduated from the Electronic Technology Institute of Hangzhou (currently known as Hangzhou Dianzi University) with a bachelor's degree in Accounting in 1993. He received a master's degree in Finance from Xiamen University in 2004. Mr. Chen is a certified public account and senior accountant.

Mr. SUN Shengdian (孫盛典), born in 1955, is currently the chairman and secretary of the party committee of Shenzhen SEG Group Co., Ltd., the vice chairman of Shenzhen Huakong SEG Co., Ltd., as well as an independent director of Konka Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange; stock code: 000016). Mr. Sun had previously served as a deputy general manager, deputy secretary of the party committee, general manager and chairman of Shenzhen SEG Hitachi Color Display Devices Co., Ltd., and was a deputy general manager, director, party committee member, deputy secretary of the party committee and general manager of Shenzhen SEG Group Co., Ltd. He had also served as a director of Shenzhen China Star Optoelectronics Technology Co., Ltd., as well as an independent director

LETTER FROM THE BOARD

of Skyworth Digital Holdings Limited (a company listed on the Stock Exchange; stock code: 0751) and the president of the Shenzhen Electronics Industries Association. Mr. Sun received a doctorate degree in Engineering from Xi'an Jiaotong University in 2005. He is a senior economist.

Mr. WANG Wenjin(王文金), born in 1966, is currently an executive Director, executive vice president, chief risk officer and a member of the investment and decision-making committee of the Company. After joining the Company in 1993, Mr. Wang successively served as a general manager of the finance department, supervisor of finance and chief financial officer. Before joining the Company, Mr. Wang had worked for Hefei Plastic (Factory Ten) and Anhui Optical Sophisticated Mechanic Research Centre of China Academy of Sciences. Apart from his roles in the Company, Mr. Wang also serves as a director of certain subsidiaries of the Company. He graduated from Zhongnan University of Economics and Law with a master's degree in 1994 and he is a certified public accountant (non-practicing member) in the PRC.

As at the date of this circular, Mr. Wang holds 2,314,291 A Shares, representing 0.021% of the total issued share capital of the Company.

Mr. ZHANG Xu(張旭), born in 1963, is an executive vice president and chief operations officer of the Company, as well as an executive director of Vanke Property (Overseas) Limited (a company listed on the Stock Exchange; stock code:1036). After joining the Company in 2002, Mr. Zhang successively served as an engineering supervisor, deputy general manager, executive deputy general manager, general manager of Wuhan Vanke Real Estate Co., Ltd., and the vice president of the Company. Before joining the Company, he had worked at China Overseas Group. Apart from his roles in the Company, Mr. Zhang also serves as a director of certain subsidiaries of the Company. He graduated from Hefei Industrial University with a bachelor's degree in Industrial and Civil Architecture in 1984 and obtained a master's degree in Business Administration from Troy State University in 2001.

As at the date of this circular, Mr. Zhang holds 904,039 A Shares, representing 0.008% of the total issued share capital of the Company.

Mr. KANG Dian(康典), born in 1948, is a Hong Kong resident. Between 2009 and 2016, Mr. Kang served as the chairman and chief executive officer of New China Life Insurance Company Ltd. (a company listed on the Shanghai Stock Exchange; stock code: 601336, and on the Stock Exchange; stock code: 1336), and the chairman of New China Asset Management Co., Ltd. Between 1984 and 2009, he was the director of the overseas project management department of China International Trust & Investment Corporation, vice president of China Agribusiness Trust & Investment Corporation, deputy general manager of China National Packaging Corporation, deputy managing director of Guangdong Enterprises (Holdings) Limited, chairman and general manager of Guangdong Capital Holdings Ltd., chairman of Guangdong Securities Limited, chairman of Guangdong Asia Insurance Co., Ltd., chairman of Springridge Investment Management Limited and chairman of the board of supervisors of Shenzhen Development Bank Company Limited. Mr. Kang graduated from the Department of Mechanical Engineering of the University of Science & Technology Beijing with a bachelor's degree in Mechanical Manufacturing in 1982. He graduated from the Graduate School of The Chinese Academy of Social Sciences with a master's degree in Economics in 1984.

LETTER FROM THE BOARD

Ms. LIU Shuwei (劉姝威), born in 1952, is a director and analyst of China Enterprise Research Center of Central University of Finance and Economics. Ms. Liu, who had studied under the guidance of nationally renowned economists Professor Chen Daisun and Professor Li Yining, is a renowned finance scholar. Ms. Liu was awarded China Economic Person of the Year and Touching China – Person of the Year by CCTV in 2002. She graduated from Peking University with a master's degree in Economics in 1986.

Mr. NG Kar Ling, Johnny (吳嘉甯), born in 1960, is a Hong Kong resident. Mr. Ng joined KPMG (Hong Kong) in 1984 and became a partner in 1996. He was the vice chairman of KPMG (China) before his retirement in March 2016. Mr. Ng obtained a bachelor's degree and a master's degree in Business Administration from The Chinese University of Hong Kong in 1984 and 1999, respectively. He is currently a practicing certified public accountant in Hong Kong, a practicing auditor and certified public accountant in Macau, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountant, and a member of the Institute of Chartered Accountants in England and Wales.

Mr. LI Qiang (李強), born in 1972, is currently the chairman of Qianhai Financial Holdings Co., Ltd. He was the general manager of Qianhai Financial Holdings Co., Ltd. from 2014 to 2015, and the deputy director of Qianhai Authority on secondment from 2013 to 2014. From 1998 to 2013, Mr. Li served as a deputy section chief, section chief and director of Shenzhen Securities Regulatory Bureau of China Securities Regulatory Commission. He had previously worked at the Shaanxi provincial branch of China Construction Bank from 1995 to 1998. Mr. Li graduated from Xi'an Statistics College with a bachelor's degree in National Economic Management in 1995. He obtained a master's degree in Economics from Zhongnan University of Economics and Law in 2002.

Mr. XIE Dong (解凍), born in 1965, is currently the chairman of the supervisory committee, secretary of the party committee and chairman of the employees committee of the Company. After joining the Company in 1992, Mr. Xie had served as a manager, general manager and director of the human resources department, deputy general manager and executive vice president of the Company. Before joining the Company, Mr. Xie had worked for Shenzhen RGB Electronics Co., Ltd. of China Shenzhen TV Company (Headquarters). From February 2011 to May 2017, Mr. Xie served as an independent director in Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange; stock code: 002399). Mr. Xie graduated from Nanjing Engineering Institution in 1987 with a bachelor's degree in Radio Science. He received a master's degree in Business Administration from Shanghai Jiaotong University in 1997 and a doctorate degree in Management therefrom in 2007.

As at the date of this circular, Mr. Xie holds 1,490,745 A Shares, representing 0.013% of the total issued share capital of the Company.

LETTER FROM THE BOARD

Ms. ZHENG Ying (鄭英), born in 1970, is currently a secretary of the party committee and deputy general manager of SZMC's property development general office. Upon joining SZMC in June 2013, Ms. Zheng had been the secretary of party branch and deputy manager of a resources development branch company under SZMC, deputy general manager and secretary of the party general branch of SZMC's property development general office (while concurrently serving as a manager of the business management center). Previously, Ms. Zheng had served as an assistant to manager of Shenzhen Construction Investment Holding Corporation, manager of the investment development department, manager of the customer services department and manager of the asset management department of Shenzhen Zhenye (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange; stock code: 000006). Ms. Zheng graduated from the Southwestern University of Finance and Economics with a bachelor's degree in Economic Information Management in 1991 and received a master's degree in Quantitative Economics therefrom in 1994. She is a senior economist.

Save as disclosed above, as at the date of this circular, none of the Director and Supervisor candidates set out above (i) has held any other position in the Company or any of its subsidiaries or any other directorship in other listed companies in the past three years; (ii) has any other relationship with any other Directors, Supervisors, senior management of the Company or substantial Shareholders; or (iii) has any other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, each of the Director and Supervisor candidates confirms that, there are no other matters that need to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The appointments of the abovementioned Director and Supervisor candidates will become effective upon the relevant approvals by the Shareholders at the AGM. The Company will enter into a service contract with each of the Directors and Supervisors. The term of office will commence from the date of the AGM and shall end at the expiry of the term of the 18th session of the Board and the 9th session of the supervisory committee, respectively, for a term of three years.

Each non-executive Director will receive RMB180,000 from the Company as remuneration each year and each independent non-executive Director will receive RMB300,000 from the Company as remuneration each year.

The executive Directors do not receive additional remuneration for their directorships. The remuneration payable to each executive Directors shall be determined with reference to the position of such Director at the Company and according to existing market conditions and operating and financial performances of the Company.

AGM

The AGM will be convened at 2:30 p.m. on Friday, 30 June 2017 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC to approve the resolutions set out in the Initial Notice as well as the Additional Resolutions set out in the Supplemental Notice. The Supplemental Notice is set out on pages 11 to 15 of this circular.

LETTER FROM THE BOARD

The Revised Proxy Form for the AGM is enclosed herein and published on the website of the Stock Exchange (www.hkex.com.hk). In order to be valid, (i) for holders of the A Shares, the Revised Proxy Form, and if the Revised Proxy Form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarised certified copy of that power of attorney or other authority, must be delivered to the office of the Board at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC (post code: 518083) not less than 24 hours before the scheduled time of the AGM; and (ii) for holders of the H Shares, the abovementioned 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 scheduled time of the AGM.

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by poll except where the chairman, 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.

Pursuant to the Articles of Association, for the purpose of convening the AGM, the register of members of the Company is closed from Wednesday, 31 May 2017 to Friday, 30 June 2017 (both days inclusive), during which period no transfer of shares will be registered.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the resolutions set out in the Initial Notice and the Additional Resolutions set out in the Supplemental Notice 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 respective resolutions set out in the Initial Notice and the Supplemental Notice.

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 in this circular misleading.

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

SUPPLEMENTAL NOTICE OF THE AGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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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)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING OF 2016

Reference is made to the notice of the annual general meeting of 2016 of China Vanke Co., Ltd. (the “**Company**”) dated 14 May 2017 (the “**Initial Notice**”) which sets out, among other things, certain resolutions requiring approvals from shareholders at the annual general meeting of 2016 (the “**AGM**”). Unless otherwise defined, capitalised terms used in this supplemental notice (the “**Supplemental Notice**”) shall have the same meanings as those defined in the Initial Notice. The Supplemental Notice shall be read together with the Initial Notice.

Pursuant to Article 72 of the articles of association of the Company (the “**Articles of Association**”), the shareholder(s) individually or jointly holding more than 3% of the Company’s shares may submit proposed resolutions in writing to the convenor of a general meeting 10 days prior to the meeting. The convenor shall issue a supplemental notice of the general meeting and announce the contents of such proposed resolutions within two days after the receipt thereof. On 19 June 2017, the board of directors of the Company (the “**Board**”) received from Shenzhen Metro Group Co., Ltd.* (深圳市地鐵集團有限公司, “**SZMC**”) a letter stating that as the terms of the 17th session of the Board and the 8th session of the supervisory committee of the Company have expired, SZMC, as a shareholder of the Company, proposed to the Board the submission of additional resolutions on the proposed election and re-election of directors and supervisors (the “**Additional Resolutions**”) to the AGM, pursuant to relevant laws, regulations and the Articles of Association.

As at the date of this Supplemental Notice, SZMC is a holder of 1,689,599,817 A shares of the Company, representing 15.31% of the total issued share capital of the Company. Pursuant to a proxy agreement entered into among SZMC and ten subsidiaries of China Evergrande Group* (中國恒大集團) (including Hengda Real Estate Co., Ltd.* (恒大地產集團有限公司), Guangzhou Xinsheng Investment Co., Ltd.* (廣州市欣盛投資有限公司), Guangzhou Yubo Investment Co., Ltd.* (廣州市昱博投資有限公司), Guangzhou Yibo Investment Co., Ltd.* (廣州市奕博投資有限公司), Guangzhou Yuelang Investment Co., Ltd.* (廣州市悅朗投資有限公司), Guangzhou Kaixuan Investment Co., Ltd.* (廣州市凱軒投資有限公司), Guangzhou Guangyu Industrial Co., Ltd.* (廣州市廣域實業有限公司), Guangzhou Zhongqin Investment Co., Ltd.* (廣州市仲勤投資有限公司), Guangzhou Qitong Industrial Co., Ltd.* (廣州市啟通實業有限公司) and Guangzhou Kaijin Investment Co., Ltd.* (廣州市凱

SUPPLEMENTAL NOTICE OF THE AGM

進投資有限公司) (together, the “Evergrande’s Subsidiaries”), the Evergrande’s Subsidiaries, which in aggregate hold 1,553,210,974 A shares of the Company, representing 14.07% of the total issued share capital of the Company, have entrusted SZMC certain rights, including voting rights, proposal rights and rights to attend general meetings attached to such shares held by the Evergrande’s Subsidiaries.

The Supplemental Notice is hereby given that the AGM will be held, as originally scheduled, at 2:30 p.m. on Friday, 30 June 2017 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC, to consider and approve, if thought fit, the resolutions set out in the Initial Notice and the following Additional Resolutions:

6. The proposed election and re-election of executive directors and non-executive directors of the Company

6.1 The proposed re-election of Mr. YU Liang as an executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed re-election of Mr. YU Liang as an executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

6.2 The proposed election of Mr. LIN Maode as a non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. LIN Maode as a non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

6.3 The proposed election of Mr. XIAO Min as a non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. XIAO Min as a non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

6.4 The proposed election of Mr. CHEN Xianjun as a non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. CHEN Xianjun as a non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

6.5 The proposed election of Mr. SUN Shengdian as a non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. SUN Shengdian as a non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

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6.6 The proposed re-election of Mr. WANG Wenjin as an executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed re-election of Mr. WANG Wenjin as an executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

6.7 The proposed election of Mr. ZHANG Xu as an executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. ZHANG Xu as an executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

7. The proposed election of independent non-executive directors of the Company

7.1 The proposed election of Mr. KANG Dian as an independent non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. KANG Dian as an independent non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

7.2 The proposed election of Ms. LIU Shuwei as an independent non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Ms. LIU Shuwei as an independent non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

7.3 The proposed election of Mr. NG Kar Ling, Johnny as an independent non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. NG Kar Ling, Johnny as an independent non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

7.4 The proposed election of Mr. LI Qiang as an independent non-executive director of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Mr. LI Qiang as an independent non-executive director of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

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8. The proposed election and re-election of supervisors of the Company

8.1 The proposed re-election of Mr. XIE Dong as a supervisor of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed re-election of Mr. XIE Dong as a supervisor of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

8.2 The proposed election of Ms. ZHENG Ying as a supervisor of the Company

An ordinary resolution will be proposed at the AGM to approve the proposed election of Ms. ZHENG Ying as a supervisor of the Company, details of which are set out in the circular published by the Company on 21 June 2017.

Save for the Additional Resolutions, other details, such as time, venue and method of the AGM, as set out in the Initial Notice, shall remain unchanged.

By Order of the Board of
China Vanke Co., Ltd.
Zhu Xu
Company Secretary

Shenzhen, the PRC, 21 June 2017

As at the date of this Supplemental Notice, the Board comprises Mr. WANG Shi, Mr. YU Liang and Mr. WANG Wenjin as executive Directors; Mr. QIAO Shibo, Mr. SUN Jianyi, Mr. WEI Bin and Mr. CHEN Ying as non-executive Directors; and Mr. ZHANG Liping, Mr. HUA Sheng, Ms. LAW Elizabeth and Mr. HAI Wen as independent non-executive Directors.

* *For identification purpose only*

Notes:

1. Please refer to the Initial Notice for details of other resolutions to be considered and approved at the AGM, closure of register of members, qualification of the shareholders for attending the AGM, registration procedures for attending the AGM and other relevant matters.
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.
4. Since the initial proxy form (the “**Initial Proxy Form**”) which was sent together with the Initial Notice does not contain the Additional Resolutions, a revised proxy form (the “**Revised Proxy Form**”) is sent together with the Supplemental Notice. 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:
 - (1) 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 proxy form lodged by the shareholder if duly

SUPPLEMENTAL NOTICE OF THE AGM

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 Additional Resolutions).

- (2) 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, whether duly completed or not, 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.
 - (3) If the Revised Proxy Form is lodged within 24 hours before the time appointed for the AGM, 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 Additional Resolutions).
5. The Revised 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 the 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 AGM. In order to be valid, for holders of the 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.
 6. The 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:

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

Contact persons: Mr. LIANG Jie and Ms. LI Yuanyuan
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.