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# vanke

萬科置業(海外)有限公司

**Vanke Property (Overseas) Limited**

(to be renamed as Vanke Overseas Investment Holding Company Limited 萬科海外投資控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01036)

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 31 OCTOBER 2019**

At the extraordinary general meeting of Vanke Property (Overseas) Limited (the “**Company**”) held on 31 October 2019 (the “**EGM**”), the chairman of the EGM demanded a poll for voting on all the proposed resolutions (the “**Resolutions**”) set out in the notice of EGM dated 30 September 2019 (the “**EGM Notice**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the EGM and the poll results were as follows:

ORDINARY RESOLUTIONS <sup>^</sup>		No. of votes (%)		Total number of votes
		FOR	AGAINST	
1.	To approve and confirm the sale and purchase agreement (the “ <b>SPA</b> ”) dated 29 August 2019 entered into between Vanke Hong Kong Investment Company Limited and Wkinv HK Holdings Limited	30,436,893 (99.956%)	13,333 (0.044%)	30,450,226

ORDINARY RESOLUTIONS <sup>^</sup>		No. of votes (%)		Total number of votes
		FOR	AGAINST	
2.	To approve and confirm the supplemental management services framework agreement (the “ <b>Supplemental Management Services Framework Agreement</b> ”) dated 29 August 2019 entered into among (i) the VPO Parties (as defined in the EGM Notice); (ii) the VPHK Parties (as defined in the EGM Notice); and (iii) Vanke Holdings (Hong Kong) Company Limited, and the transactions contemplated thereunder and the revised annual caps for the three years ending 31 December 2019, 2020 and 2021 (the “ <b>Revised Annual Caps</b> ”)	30,450,226 (100%)	0 (0%)	30,450,226
3.	To authorize each and every executive director of the Company (the “ <b>Executive Director</b> ”) to sign and execute such other documents and supplemental agreements and deeds (including the affixation of the common seal of the Company where execution under seal is required) for and on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the SPA and the Supplemental Management Services Framework Agreement and the transactions contemplated thereunder and the Revised Annual Caps	30,450,226 (100%)	0 (0%)	30,450,226

SPECIAL RESOLUTION <sup>^</sup>		No. of votes (%)		Total number of votes
		FOR	AGAINST	
4.	Subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, (i) the English name of the Company be changed from “Vanke Property (Overseas) Limited” to “Vanke Overseas Investment Holding Company Limited”; and (ii) the dual foreign name of the Company in Chinese be changed from “萬科置業(海外)有限公司” to “萬科海外投資控股有限公司” (together, the “ <b>Change of Company Name</b> ”), and each and every Executive Director be and is hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company	321,287,307 (100%)	0 (0%)	321,287,307

<sup>^</sup> Full text of the resolution is set out in the EGM Notice

As more than 50% of the votes were cast in favour of each of the ordinary resolutions (resolutions nos. 1 to 3); and not less than three-fourths of the votes were cast in favour of the special resolution (resolution no. 4), all of the Resolutions were duly passed.

As at the date of the EGM, the total number of issued shares of the Company (“**Shares**”) was 389,527,932. As stated in the circular of the Company dated 30 September 2019, China Vanke Co., Ltd.\* (萬科企業股份有限公司) (“**China Vanke**”) and its associates were required to abstain, and had abstained from voting on the resolutions nos. 1 to 3 in relation to the approval of the SPA, the Supplemental Management Services Framework Agreement and the transactions contemplated thereunder and the Revised Annual Caps at the EGM. Wkland Investments Company Limited, being an associate of China Vanke, was interested in 292,145,949 shares of the Company representing 75% of the entire issued share capital of the Company as at the date of the EGM. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, (i) no Shareholder apart from Wkland Investments Company Limited had to abstain and had abstained from voting on resolutions nos. 1 to 3 at the EGM; and (ii) no Shareholder shall abstain from voting on resolution no. 4 at the EGM. As such, as at the date of the EGM, (i) excluding the Shares held by China Vanke and its associates, the total number of Shares entitling the holders to attend and vote for or against the resolutions nos. 1 to 3 was 97,381,983; and (ii) the total number of Shares entitling the holders to attend and vote for or against the resolutions no. 4 was 389,527,932.

There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules. Save for China Vanke and its associate (Wkland Investments Company Limited), no Shareholders had stated their intention in the circular to vote against any of the Resolutions or to abstain from voting at the EGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed by the Company and acted as the scrutineer for the vote-taking at the EGM.

As the special resolution in relation to proposed Change of Company Name was duly passed by the Shareholders at the EGM, the proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Upon the Change of Company Name becoming effective, the Company will comply with necessary filing procedures in Hong Kong and, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Company will also change its stock short names for trading of the Shares on the Stock Exchange. Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange.

\* *For identification purpose only*

By order of the Board  
**VANKE PROPERTY (OVERSEAS) LIMITED**  
**Que Dongwu**  
*Executive Director and Chief Executive Officer*

Hong Kong, 31 October 2019

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors:*

Mr. Zhang Xu (*Chairman*), Ms. Que Dongwu (*Chief Executive Officer*), Mr. Lee Kai-Yan, Ms. Lin Lily

*Non-Executive Director:*

Mr. Chan Chi Yu

*Independent Non-Executive Directors (in alphabetical order):*

Mr. Chan Wai Hei, William, Ms. Law Chi Yin, Cynthia, Mr. Zhang Anzhi