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萬科置業(海外)有限公司

Vanke Property (Overseas) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01036)

**POLL RESULTS OF THE
EXTRAORDINARY GENERAL MEETING
HELD ON 6 JUNE 2019**

At the extraordinary general meeting of Vanke Property (Overseas) Limited (the “**Company**”) held on 6 June 2019 (the “**EGM**”), the chairman of the Company demanded a poll for voting on all the proposed resolutions (the “**Resolutions**”) set out in the notice of EGM dated 21 May 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		No. of votes (%)		Total number of votes
		FOR	AGAINST	
1.	To approve and confirm the sale and purchase agreement (the “ London Property Acquisition Agreement ”) dated 7 March 2019 entered into between Vanke UK Investment Company Limited and Vanke Property (Hong Kong) Company Limited (“ VPHK ”) and the terms and transactions contemplated thereunder	439,357 (100%)	0 (0%)	439,357
2.	To approve and confirm the sale and purchase agreement (the “ San Francisco Property Acquisition Agreement ”) dated 7 March 2019 entered into between Vanke US Investment Company Limited (“ Vanke US Investment ”) and VPHK and the terms and transactions contemplated thereunder	439,357 (100%)	0 (0%)	439,357

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
3.	To approve and confirm the sale and purchase agreement (the “ New York Investment Instrument Acquisition Agreement ”) dated 7 March 2019 entered into between Vanke US Investment and Chogori Investment (Hong Kong) Limited (“ NY Vendor ”) and the terms and transactions contemplated thereunder	439,357 (100%)	0 (0%)	439,357
4.	To confirm and approve the agreement (the “ Management Services Framework Agreement ”) dated 7 March 2019 entered into among (i) Vanke Overseas UK Management Limited; (ii) Vanke US Management LLC; (iii) Vanke Overseas Management Holding Company Limited; (iv) VPHK; (v) NY Vendor; and (vi) Vanke Holdings USA LLC, and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2019, 2020 and 2021	439,357 (100%)	0 (0%)	439,357
5.	To authorize each and every executive director of the Company (the “ Executive Director ”) (either alone or jointly with another Executive Director) 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 London Property Acquisition Agreement, the San Francisco Property Acquisition Agreement, the New York Investment Instrument Acquisition Agreement and the Management Services Framework Agreement and/or the transactions contemplated thereunder	439,357 (100%)	0 (0%)	439,357

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, 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 21 May 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 at the EGM. Wkland Investments Company Limited, being an associate of China Vanke, was interested in 292,145,949 Shares 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, no Shareholder apart from Wkland Investments Company Limited had to abstain and had abstained from voting on the Resolutions at the EGM. As such, as at the date of the EGM, 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 was 97,381,983.

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. 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.

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

Hong Kong, 6 June 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)

Non-Executive Directors (in alphabetical order):

Mr. Chan Chi Yu, Mr. Lee Kai-Yan, Ms. Lin Lily

Independent Non-Executive Directors (in alphabetical order):

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