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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Vanke Property (Overseas) Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 6 June 2019 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company) for the purposes of considering and, if thought fit, approving the matters set out below.

ORDINARY RESOLUTIONS

1. “**THAT** 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**”), a copy of which is marked “A” and initialled by the chairman of the meeting for the purpose of identification, and the terms and transactions contemplated thereunder be and are hereby approved and confirmed.”
2. “**THAT** 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, a copy of which is marked “B” and initialled by the chairman of the meeting for the purpose of identification, and the terms and transactions contemplated thereunder be and are hereby approved and confirmed.”
3. “**THAT** 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**”), a copy of which is marked “C” and initialled by the chairman of the meeting for the purpose of identification, and the terms and transactions contemplated thereunder be and are hereby approved and confirmed.”

4. “**THAT** 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, a copy of which is marked “D” and initialled by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2019, 2020 and 2021 be and are hereby confirmed and approved.”
5. “**THAT** each and every executive director of the Company (the “**Executive Director**”) (either alone or jointly with another Executive Director) be and is hereby authorised 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.”

By order of the board of
Vanke Property (Overseas) Limited
Que Dongwu
Executive Director and
Chief Executive Officer

Hong Kong, 21 May 2019

Notes:

- (i) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney of authority, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
- (iii) Reference is made to the notice of annual general meeting of the Company dated 6 May 2019 (the “**AGM Notice**”) and the announcement of the Company dated 17 May 2019 (the “**Book Closure Announcement**”). As stated in the AGM Notice and the Book Closure Announcement, in order to determine the entitlement to attend and vote at the annual general meeting to be held on Thursday, 6 June 2019, the register of members of the Company will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019, both days inclusive (the “**AGM Book Closure Period**”), during which period no transfer of shares of the Company will be registered. For the purpose of the EGM, the record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Wednesday, 5 June 2019. In light of the AGM Book Closure Period, in order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2019.
- (iv) All votes at the meeting are to be taken by poll.

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