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萬科海外投資控股有限公司

VANKE OVERSEAS INVESTMENT HOLDING COMPANY 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 Overseas Investment Holding Company Limited (the “**Company**”) will be held at 22/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 30 October 2020 at 11:00 a.m. for the purposes of considering and, if thought fit, approving the matters set out below.

ORDINARY RESOLUTIONS

“THAT

- (a) the agreement (the “**New Management Services Framework Agreement**”) dated 7 September 2020 entered into among (i) Vanke Overseas UK Management Limited, (ii) Vanke US Management LLC, (iii) Vanke Holdings (Hong Kong) Company Limited, (iv) Vanke Overseas Management Holding Company Limited, (v) Vanke Property (Hong Kong) Company Limited, (vi) Chogori Investment (Hong Kong) Limited and (vii) Vanke Holdings USA LLC, a copy of which is marked “A” 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 commencing the date on which the condition precedent therein has been satisfied and ending on 31 December 2022, be and are hereby confirmed and approved; and

- (b) each and every executive director of the Company (the “**Executive Director**”) (either singly 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 New Management Services Framework Agreement and/or the transactions contemplated thereunder.”

By order of the board of
**VANKE OVERSEAS INVESTMENT HOLDING
COMPANY LIMITED**
Que Dongwu
*Executive Director and
Chief Executive Officer*

Hong Kong, 12 October 2020

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) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 27 October 2020 to Friday, 30 October 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. 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, 23 October 2020.
- (iv) All votes at the meeting are to be taken by poll.

- (v) To safeguard the health and safety of Shareholders, staff and other stakeholders and to prevent the spreading of the Novel Coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the EGM including, without limitation:
 - (i) Compulsory temperature screening/checks and health declaration
 - (ii) Compulsory wearing of your own surgical face masks
 - (iii) No distribution of refreshments, drinks, cake coupons or corporate gifts
 - (iv) Be seated as indicated
- (v) To keep social distancing at the EGM venue, seats shall be limited and will be available on a first-come-first served basis

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue or be required to leave the EGM venue, at the absolute discretion of the Company as permitted by law.

- (vi) For the health and safety of Shareholders and all attendees, the Company reminds all Shareholders that physical attendance in person at the EGM is NOT necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM according to their indicated voting instructions as an alternative and to return their forms of proxy by the time specified above.
- (vii) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong SAR to prevent the spread of COVID-19, certain Director(s) of the Company may attend the EGM through conference call or similar electronic means.
- (viii) Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.

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

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