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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)

CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

OUTGOING NON-EXECUTIVE DIRECTOR AND OUTGOING INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Directors**”) (the “**Board**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) announces that, with effect from 26 May 2021, (i) Mr. Chan Chi Yu has resigned as the non-executive Director and ceased to be a member of the Audit Committee of the Company (the “**Audit Committee**”) due to his desire to devote more time to his personal commitments; (ii) the office of Mr. Chan Wai Hei, William as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee of the Company (the “**Remuneration Committee**”) was vacated pursuant to Article 106(vi) of the articles of association of the Company (the “**Articles of Association**”) (the “**Vacation of Office**”) in contemplation that he would have served the Company more than 9 years. The Board considers that the Vacation of Office would be in the best interests of the Company and its shareholders (the “**Shareholders**”) as a whole for prudent corporate governance practice.

Both Mr. Chan Chi Yu and Mr. Chan Wai Hei, William confirmed that they have no disagreement with the Board and they are not aware of any matter in relation to the resignation and the Vacation of Office respectively that should be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF EXECUTIVE DIRECTOR AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 26 May 2021, (i) Ms. Zhou Yue has been appointed as an executive Director; and (ii) Mr. Choi Fan Wai has been appointed as an independent non-executive Director and the chairman of the Audit Committee and a member of the Remuneration Committee.

Ms. Zhou Yue, aged 38, has been appointed an executive Director for a term of three years commencing from 26 May 2021. Her appointment may be terminated by either side on no less than two months' notice. As at the date of this announcement, Ms. Zhou Yue has entered into a letter of appointment with the Company and will hold office until the first general meeting of the Company after her appointment and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Zhou Yue will be entitled to a director's fee of HK\$200,000 per annum pursuant to the terms of the said letter of appointment, which has been recommended by the Remuneration Committee and approved by the Board with reference to her duties and responsibilities as an executive Director and the prevailing market conditions. Such remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Ms. Zhou Yue is currently the managing director of Vanke Overseas UK Management Limited, a subsidiary of the Company in the United Kingdom (the "UK"), since December 2020 and, as the managing director, is entitled to an annual remuneration of GBP250,000 (equivalent to approximately HK\$2,499,000) which is determined with reference to her workload, responsibilities and contribution to the Company and its subsidiaries (collectively, the "Group") and the Group's remuneration policies. She leads the strategic expansion of the business of the Group in the UK specialised for the sourcing, execution and operation of investments in the region. Ms. Zhou Yue has over 14 years of experience in the financial services industry. Prior to joining the Group, Ms. Zhou Yue was a managing director at Perella Weinberg Partners UK Limited where she focused on advising the British and European corporate and private equity clients on mergers and acquisitions and restructuring transactions in the industrials, natural resources and real estate sectors between 2008 and 2020. Ms. Zhou Yue started her career at the Global Industrials Investment Banking Group of Citigroup Global Markets in London, the UK in 2006. Ms. Zhou Yue received a Bachelor of Arts with Honors in Economics from Harvard University in 2006.

As at the date of this announcement, Ms. Zhou Yue was not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Other than those disclosed above, Ms. Zhou Yue did not hold any directorships in companies listed in Hong Kong or any other overseas securities exchanges in the last three years preceding the date of her appointment and does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Zhou Yue has confirmed that there are no other matters that need to be brought to the attention of the Shareholders nor to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Mr. Choi Fan Wai, aged 51, has been appointed as an independent non-executive Director for a term of three years commencing from 26 May 2021 and the chairman of the Audit Committee and a member of the Remuneration Committee. His appointment may be terminated by either side on no less than two months' notice. As at the date of this announcement, Mr. Choi Fan Wai has entered into a letter of appointment with the Company and will hold office until the first general meeting of the Company after his appointment and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Choi Fan Wai will be entitled to a director's fee of HK\$200,000 per annum and subsidy for every board meeting he attends pursuant to the terms of the said letter of appointment, which have been recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities as an independent non-executive Director and the prevailing market conditions. His remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Mr. Choi Fan Wai has almost 30 years of experience in the audit and financial services industry. Mr. Choi worked for Deloitte Touche Tohmatsu since January 1998 and was admitted as a partner of Deloitte Touche Tohmatsu in June 2005 until December 2006. Mr. Choi has also profound professional experience in asset management services, including through his prior work at JP Morgan Asset Management, a subsidiary of JP Morgan Chase & Co. (a company whose shares are listed on the New York Stock Exchange, ticker symbol: JPM), between 2007 and 2008, Elmore Capital Limited (a formerly licensed corporation under the SFO) which was subsequently restructured to become Wolver Hill Asset Management Asia Limited (a licensed corporation under the SFO), between 2009 and 2017, and Crowe (HK) CPA Limited from 2017 to 2020. Mr. Choi is currently the director, a responsible officer and partner of AIM Capital Consortium Limited (a licensed corporation under the SFO). Mr. Choi Fan Wai graduated from The Hong Kong Polytechnic University with a bachelor's degree of arts in accountancy in 1991. He is currently a fellow member of Hong Kong Institute of Certified Public Accountants and a fellow member of Institute of Chartered Accountants in England and Wales.

As at the date of this announcement, Mr. Choi Fan Wai was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Other than those disclosed above, Mr. Choi Fan Wai did not hold any directorships in companies listed in Hong Kong or any other overseas securities exchanges in the last three years preceding the date of his appointment and does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Choi Fan Wai has confirmed that there are no other matters that need to be brought to the attention of the Shareholders nor to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

As a result of the Vacation of Office, Mr. Chan Wai Hei, William has ceased to act as the chairman of the Audit Committee and a member of the Remuneration Committee and Mr. Choi Fan Wai will act as the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 26 May 2021.

As a result of the resignation of Mr. Chan Chi Yu as the non-executive Director, he has ceased to act as a member of the Audit Committee and Mr. Zhang Anzhi, an existing independent non-executive Director, has been appointed as a member of the Audit Committee with effect from 26 May 2021.

The Board would like to take this opportunity to express its gratitude to Mr. Chan Chi Yu and Mr. Chan Wai Hei, William for their contribution to the Company during the tenure of their service and extend its warm welcome to Ms. Zhou Yue and Mr. Choi Fan Wai in joining the Board.

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

Hong Kong, 25 May 2021

As at the date of this announcement, the Directors 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