

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vanke Overseas Investment Holding Company Limited, you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# vanke

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)**

**SUPPLEMENTAL CIRCULAR  
IN RELATION TO THE RE-ELECTION OF A RETIRING DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of Vanke Overseas Investment Holding Company Limited dated 22 April 2022 and the notice dated 22 April 2022 convening an annual general meeting of the Company to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 24 June 2022 at 11:30 a.m., which was despatched to the Shareholders on 22 April 2022. A supplemental notice of the annual general meeting of the Company is set out on page AGM-1 of this supplemental circular. A revised proxy form for the annual general meeting (the “**Revised Proxy Form**”), which shall supersede the Original Proxy Form (the form of proxy enclosed with the circular dated and despatched on 22 April 2022), is also enclosed.

The Revised Proxy Form for use in connection with the AGM is enclosed with this supplemental circular. This supplemental circular together with the Revised Proxy Form are published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.vankeoverseas.com/>). In order to be valid, the Revised Proxy Form must be completed and returned to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM should you so wish.

Hong Kong, 25 May 2022

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## DEFINITIONS

Unless otherwise defined, capitalised terms in this circular shall have the same meanings as ascribed to them in the circular of the Company dated 22 April 2022.

In addition, in this supplemental circular, the following expressions have the following meanings unless the context otherwise requires:

“Circular”	the circular of the Company dated 22 April 2022 and despatched to the Shareholders on the same date;
“Closing Time”	not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting, being 11:30 a.m. on Wednesday, 22 June 2022;
“Company’s Share Registrar”	the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong;
“Original Proxy Form”	the form of proxy sent together with the Circular;
“Original Notice”	the notice of AGM dated 22 April 2022 and despatched to the Shareholders together with the Circular on the same date;
“Revised Proxy Form”	the revised form of proxy for the annual general meeting which shall supersede the Original Proxy Form and which is also enclosed to this supplemental circular.

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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)**

***Executive Directors:***

Mr. Sun Jia (*Chairman*)  
Ms. Que Dongwu (*Chief Executive Officer*)  
Mr. Ding Changfeng  
Ms. Zhou Yue

***Independent Non-Executive Directors:***

Mr. Choi Fan Wai  
Ms. Law Chi Yin, Cynthia  
Mr. Zhang Anzhi

***Registered Office:***

P.O. Box 309,  
Ugland House,  
Grand Cayman,  
KY1-1104,  
Cayman Islands

***Place of Business in Hong Kong:***

55/F, Bank of China Tower,  
1 Garden Road,  
Central, Hong Kong

Hong Kong, 25 May 2022

*To the Shareholders*

Dear Sir/ Madam,

**SUPPLEMENTAL CIRCULAR  
IN RELATION TO THE RE-ELECTION OF A RETIRING DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Circular which contains, inter alia, the Original Notice and information relating to the re-election of retiring Directors at the AGM, which was despatched to the Shareholders on 22 April 2022. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the re-election of an additional Director who was appointed after the Latest Practicable Date and accordingly will retire at the AGM pursuant to the Articles, and to give you a supplemental notice of the AGM and the Revised Proxy Form.

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 23 May 2022 in relation to the change of executive Director of the Company, Mr. Ding Changfeng (“**Mr. Ding**”) was appointed as an executive Director of the Company with effect from 23 May 2022.

According to Article 99 of the Articles, any Director appointed to fill a casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Ding shall retire from office as a Director at the AGM and he, being eligible, will offer himself for re-election.

Recommendation to the Board for the proposal for re-election of Mr. Ding as Executive Director was made by the Nomination Committee of the Board, in accordance with the Company’s nomination policy and objective criteria (including but not limited to gender, age, ethnicity, years of work experience, and professional experience), with due regard for the benefits of diversity, as set out under the Company’s board diversity policy.

In view of the above, the Board believes that the re-election of Mr. Ding as Executive Director is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the re-election of Mr. Ding to the Shareholders.

The biographical details of Mr. Ding are set out below:

Mr. Ding Changfeng, aged 52, was appointed as an Executive Director in May 2022 for a term of three years commencing on 23 May 2022. His appointment may be terminated by either side on no less than two month’s notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ding is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his workload, responsibilities and contribution to the Company and the Company’s remuneration policies.

Mr. Ding joined China Vanke Co., Ltd\* (“**China Vanke**”), a controlling shareholder of the Company and a company listed on both the Shenzhen Stock Exchange (Shenzhen stock code: 000002) and the Stock Exchange (Hong Kong stock code: 2202), in 1992. In January 2000, he was appointed as the general manager of Shanghai Vanke Company Limited and became the Vice President of China Vanke in 2001. In November 2005, he became the Chief Partner of Northern Regional Business Group of China Vanke. He is currently the Chief Executive Officer of the Hotels and Resorts Business Unit of China Vanke and also acts as a director of various subsidiaries and associated companies of China Vanke. Since November 2020, he has been serving as a non-executive and non-independent director of Banyan Tree Holdings Limited, the shares of which are listed on the Singapore Stock Exchange (Singapore stock code: B58). Save as disclosed herein, Mr. Ding does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and he has not held any directorship in other listed companies in the past three years.

\* For identification purpose only

## LETTER FROM THE BOARD

As at the date of this supplemental circular, Mr. Ding is 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); and he holds 1,037,660 A shares in China Vanke, an associated corporation of the Company.

Mr. Ding graduated from the School of International Politics with a Bachelor's Degree in 1991 and a Master's Degree in Global Economics in 1998, both from Peking University.

Save as disclosed above, Mr. Ding 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) of the Listing Rules in connection with his re-election.

### **3. THE AGM AND CLOSURE OF REGISTER OF MEMBERS**

The AGM will continue to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 24 June 2022 at 11:30 a.m.

Details in relation to the closure of register of members as set out in the section headed "Letter from the Board – 6. Closure of Register of Members" in the Circular remain the same.

### **4. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM**

Since the Original Notice and the Original Proxy Form sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Ding as an executive Director as set out in this supplemental circular, a supplemental notice of the AGM is set out on page AGM-1 of this supplemental circular and the Revised Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

The Revised Proxy Form for use in connection with the AGM is enclosed with this supplemental circular. This supplemental circular together with the Revised Proxy Form are published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.vankeoverseas.com/>). In order to be valid, the Revised Proxy Form must be completed and returned to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the Revised Proxy Form will not prevent you from attending and voting at the AGM should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form with the Company's Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Company's Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Company's Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if duly completed. The

## LETTER FROM THE BOARD

proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Ding as an executive Director as set out in the supplemental notice of the AGM and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;

- (ii) if the Revised Proxy Form is lodged with the Company's Share Registrar before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed; and
- (iii) if the Revised Proxy Form is lodged with the Company's Share Registrar after the Closing Time, or if lodged before the Closing Time but is duly completed, the Revised Proxy Form will be deemed invalid. The proxy appointed by him/her under the Original Proxy Form (if duly completed) will also be entitled to vote in the manner as mentioned in (i) above, as if no Revised Proxy Form was lodged with the Company's Share Registrar.

Accordingly, the Shareholders are advised to complete carefully and lodge the Revised Proxy Form with the Company's Share Registrar before the Closing Time. If the Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

### **5. VOTING BY POLL**

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, and hence the chairman of the AGM will demand for a poll for all resolutions put forward at the AGM.

### **6. RECOMMENDATION**

In addition to the recommendation contained in the Circular, the Directors consider that the proposed re-election of Mr. Ding as an executive Director as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### 7. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

**Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.**

Yours faithfully,  
By order of the Board  
**Vanke Overseas Investment Holding Company Limited**  
**Sun Jia**  
*Chairman and Executive Director*



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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)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) dated 22 April 2022, by which the Company will convene an annual general meeting at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 24 June 2022 at 11:30 a.m. (the “**AGM**”) and this supplemental notice shall be read together with the Original Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

### ORDINARY RESOLUTION

11. “To re-elect Mr. Ding Changfeng as an executive director.”

By order of the Board

**VANKE OVERSEAS INVESTMENT HOLDING COMPANY LIMITED**

**Que Dongwu**

*Executive Director and Chief Executive Officer*

Hong Kong, 25 May 2022

*Notes:*

- (1) A revised form of proxy (the “**Revised Proxy Form**”) containing the ordinary resolution numbered 11 is enclosed with the supplemental circular of the Company dated 25 May 2022 (the “**Supplemental Circular**”). Please refer to the section headed “4. Supplemental Notice of Annual General Meeting and Revised Proxy Form” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.