

## 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) (於開曼群島註冊成立之有限公司)

> (Stock code: 01036) (股份代號:01036)

## REVISED PROXY FORM

經修訂代表委任表格

atter 24 J I/W	e, being the registered holder(s) and and vote for me/us and on my une 2022 at 11:30 a.m. at any act wish my/our proxy to vote as see indicate how you wish your	//our be djourni indicat	ehalf ment ed be	at the there	e annu of an in res	ial ge d to e nect o	nera exerc	l meet ise al	ting ( l righ lutior	the ' ts co 1/res	'AG! onfer soluti	M") red o	of th on pr to be	e C oxi	omp es u	nde sed	to l r lav at th	oe h v, re e A	eld a gula GM	at 2: atio (an	2/F., n an d at	Uni d the anv	ted ( Art	Centicle ourn	tre, 9 s of men	95 ( As	Que soc iere	ensition of the	way on o	f th	ong l e Co	Kon	g or any.	Fri	day,
六年オカ	se indicate how you wish your /吾等為本公司股本中自 - 古四日(星期五)上午- - 會及其任何續會上代表 / 吾等希望本人/吾等的 - 下列決議案旁邊的適當	十一時 本人/ I 代表 空格	子 (吾等 接別 計劃	十分 等投 上「・	假票 計號	香使說,	金法於顯	鐘(建) 東東 閣	95號 去規 周年 了下的	統才會投	一 公 会 注	可利其向	22 樓 且織 任何	學章續 組	行[程制]	的月 田則 上	及東  賦 提 5	一进 一	年表	た的議	7 (  . — †	股票犯權	週利	年:	·吾·	等]	出及	青本 其 (	壬石	司續	訂倉	<b>、</b> 二,並	零在	二二股 東	- 年
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股份	數目 <sup>(附註7)</sup>						î	直郵上	也址	233	Ш	Ш	Ш	Ц	П			Ш	Ш	Ш	Ш	Ш	П	Ш	П		Щ	Щ	Ш		Щ	Ш	П	П	Ш
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1 見及 多慮 平公 中飯 主 一 ター 一 ナー コ ニー ロ エー 年 足 二 全 信 板 添 言 別 份 報 衣 * 里 事 曾 報 舌 及 核 敷 呻 報 舌 。  2. To declare a final dividend of HK\$0.09 per share for the year ended 31 December 2021.																																			
3.																																			
4.																																			
5.	重返阀水瓜女工河状リ里チャ To re-elect Ms. Zhou Yue as an executive director. 重選周悦女士為執行董事。																																		
6.																																			
7.	里應緊雷威尤生為獨立非親行重事。  To re-appoint KPMG as the Company's auditor for the financial year of 2022 and to authorise the board of directors of the Company to determine its remuneration.  鐵聘畢馬威會計師事務所為本公司二零二二財政年度之核數師,並授權本公司董事會釐定其酬金。														y to	)																			
8.	To grant a general mandate to 授予本公司董事會一般	o the bo 授權以	oard 人配	of dia 發 及	rector 發行	s of t	he C	Compa 之新	ny to 股份	all	ot an	nd iss	sue n	ew	sha	res	of tl	ne (	Com	pan	y.^														
9.	To grant a general mandate to 授予本公司董事會一般	o the bo 授權以	oard 人行	of di 使 本	rector 公司	s of t	he C 有權	ompa 力購	iny to 回本	exe 身	ercis 之且	e all 殳份	pow 。^	ers	of t	the	Corr	ıpaı	y to	pu	rcha	se it	s ov	n s	hare	s.^									
10.	To extend the general mand- representing the aggregate no mandate granted under Resol 擴大根據上文第8項決議 授權所購回本公司股本	ominal ution N 案 授	amo Vo. 9 予本	unt o abov 公言	of sha /e.^ 司董	res ir 事 會	the	capit	al of	the	Con	npan	y pu	rch	ased	l by	the	Co	mpa	ny	purs	suan	t to	the	gene	era	1								
11.	To re-elect Mr. Ding Changfe 重選丁長峰先生為執行	eng as : 董事。	an ex	ecuti	ive di	recto	r.																												

<sup>^</sup> Full text of the resolution is set out in the Original AGM Notice. ^ 決議案全文載於原股東週年大會通告。

Notes

附註:

投票;

- Please insert full name(s) in BLOCK CAPITALS as shown in the register of members of the Company. 請用正楷填上發記在本公司股東名冊上的全名。
- If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf provided that each proxy is appointed to represent the respective number of shares held by you as specified in the relevant revised proxy form. A proxy need not be a shareholder of the Company, but must attend the AGM in person in order to represent you.
  - 如 閣下有資格出席股東週年大會並在會上投票,則有權委派一位或以上代表代為出席會議並代表 閣下投票,而每位受委派者分別代表於相關經修訂代表委任表格內 指明的 閣下持有股份數目。受委代表無須為本公司股東,惟須艱自代表 閣下出席股東週年大會。
- 3. If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes should be initialed.

  如欲委任大會主席以外的人士出任代表,請刪除「大會主席」等字,並在適當空位上填上欲委任的代表的姓名及地址。倘無填上任何姓名,大會主席將擔任 關下的受委代表。本代表委任表格如有任何修改,必須由簽署人簡簽示可。
- 4. If you return this revised proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the AGM
  - 如 閣下並無在本經修訂代表委任表格上作出具體投票指示,獲委任為 閣下代表的人士可自行酌情決定是否投票及(倘投票)如何投票,而除另有指示外,該代表亦可自行酌情就於股東週年大會上正式提呈的任何其他事項(包括對決議案的修改)投票或放棄投票。
- Please insert full address(es) in BLOCK CAPITALS as shown in the register of members of the Company. 請用正楷填上發記在本公司股東名冊上的地址。
- 6. This revised proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this revised proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In case of joint shareholding, any one shareholder may sign this revised proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the resister of members of the Commany in respect of the joint shareholding.
  - which the names stand in the register of members of the Company in respect of the joint shareholding.

    本經修訂代表委任表格必須由 關下或 關下以書面正式授權人士簽署並註明日期。如股東為一問公司,則本經修訂代表委任表格須加蓋法關印章或由公司正式授權人報筆簽署。如屬聯名股東,任何一位聯名股東均可簽署本經修訂代表委任表格。由軟優先的聯名股東所作出的表決,不論是親自或由代表作出的,須被接受為代表其餘聯名股東的一表決。就此而言,股東的優先次序須按本公司股東名冊內與有關股份相關的聯名股東排名先後而定。
- 8. In order to be valid, this revised proxy form must be completed and deposited at the Company's Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at least 48 hours before the AGM (or the adjournment thereof). If this revised proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company's share registrar with this revised proxy form.

  本經修訂代表委任表格須於殷東週年大會(或具任何價會)舉行時間48小時前東受並交回本公司股份過戶登記處,地址為香港灣仔皇后大道東183號合和中心17M樓,方為
- 有效。倘若本經修訂代表委任表格乃經授權簽署,據以簽署表格的授權書或其他授權文件(或經由公證人簽署證明的副本),必須連同本經修訂代表委任表格送交本公司過戶登記處。

  Completion and delivery of this revised proxy form will not preclude you from attending and voting in person at the AGM (and at any adjournment thereof) if you so wish.
- 填妥及交回本經修訂代表委任表格並不影響 閣下親自出席股東週年大會(及其任何續會)並於會上投票的權利。

  10. A Shareholder who has not yet lodged the proxy form dispatched on 22 April 2022 (the "Original Proxy Form") in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Original Proxy Form should not be lodged.

  並無按應所列申指示提交於二零二二年回月二十二日寄發的代表委任表格(「原代表委任表格()的股東,倘欲委任代理人代其出席股東週年大會,則須提交本經修訂代表委任表格。在此情况下,不應提交原代表委任表格。
- A Shareholder who has already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that: 已按照所列印指示提交原代表委任表格的股東護請注意:
  - (i) If no revised proxy form is lodged in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The 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 director as set out in the supplemental notice of the AGM and this revised proxy form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution; 倘並無按照所則の指示提交經修訂代表委任表格,則原代表委任表格(如日東安縣被視為股東提交的有效代表委任表格。股東按此方式委任的受委代表須按照原代表委任表格(如日東安縣被視為股東提交的有效代表委任表格。股東按此方式委任的受委代表須按照原代表委任表格指示的方式投票,而就股東週年大會補充通告及本經修訂代表委任表格所載建議重選董事的決議案而言,受委代表將有權就該決議案酌情投票或放棄
  - (ii) If this revised proxy form is lodged in accordance with the instructions printed hereon at or before 11:30 a.m. on Wednesday, 22 June 2022, the revised proxy form so lodged will revoke and supersede the Original Proxy Form previously lodged by him/her and the revised proxy form will be treated as a valid proxy form lodged by the Shareholder if duly completed. 倘已按照所列印的指示於二零二二年六月二十二日(星期三)上午十一時三十分或之前提交本經修訂代表委任表格,則所提交經修訂代表委任表格(如已填妥)將被視為股東提交的有效代表委任表格。
  - (iii) If this revised proxy form is lodged after the closing time set out in the notice of AGM, or if lodged before the closing time but is not duly completed, the revised proxy form so lodged will be deemed invalid. It will not revoke the Original Proxy Form while the treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form (if duly completed) will also be entitled to vote in the manner as mentionen in (i) above, as if no revised proxy form was lodged in accordance with the instructions printed thereon. 倘本經修訂代表委任表格於股東週年大會通告所載之截止時間後提交,或於截止時間前提交但未有填妥,則所提交經修訂代表委任表格將被視為無效。股東先前已 遞交之原代表委任表格將不會被撤銷。根據原代表委任表格(如已填妥)委任的受委代表亦將有權按上文(i)所述方式投票,猶如並無根據經修訂代表委任表格上印列的指示提交維修訂代表委任表格。