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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)**

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) proposed to (i) make certain amendments (the “**Proposed Amendments**”) to the existing memorandum of association and articles of association of the Company, for the purpose of, among others, (a) reflecting the core shareholder protection standards as set out in the revised Appendix to the Listing Rules which took effect on 1 January 2022, (b) bringing the articles of association of the Company in line with amendments made to the Listing Rules and the applicable law and procedures in the Cayman Islands, (c) allowing a general meeting to be held as an electronic meeting or a hybrid meeting, and (d) incorporating certain housekeeping changes; and (ii) adopt the new memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**New Memorandum and Articles of Association**”).

The Proposed Amendments as well as the adoption of the New Memorandum and Articles of Association are subject to approval by shareholders of the Company by way of special resolution at the extraordinary general meeting of the Company to be held on 23 December 2022 (or any adjourned meeting). A circular of the Company containing, among others, detailed information of the Proposed Amendments as well as the adoption of the New Memorandum and Articles of Association will be dispatched to the shareholders of the Company as soon as practicable.

By order of the Board  
**VANKE OVERSEAS INVESTMENT HOLDING  
COMPANY LIMITED**  
**Yip Hoi Man**  
*Chief Financial Officer and Company Secretary*

Hong Kong, 23 November 2022

*As at the date of this announcement, the Directors are:*

*Executive Directors:*

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

*Independent Non-Executive Directors (in alphabetical order):*

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

*Note:* The New Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.