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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS HELD ON 23 DECEMBER 2022

Reference is made to the announcement dated 26 October 2022 and the circular dated 23 November 2022 (the “**CCT Circular**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) in relation to the New Management Services Framework Agreement; and the announcement dated 23 November 2022 and the circular dated 23 November 2022 (the “**Amendment Circular**”) of the Company in relation to the proposed amendments to the memorandum and articles of association and adoption of the new memorandum and articles of association of the Company (the “**Amendment**”).

Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the CCT Circular and Amendment Circular.

As at the date of the extraordinary general meetings, the total number of issued shares of the Company (“**Shares**”) was 389,527,932.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING IN RELATION TO THE NEW MANAGEMENT SERVICES FRAMEWORK AGREEMENT

At the extraordinary general meeting of the Company held on 23 December 2022 in relation to the New Management Services Framework Agreement, the chairman of the extraordinary general meeting demanded a poll for voting on the proposed resolution set out in the relevant notice of the extraordinary general meeting dated 23 November 2022. The Board is pleased to announce that the ordinary resolution was duly passed by the shareholders of the Company by way of poll and the poll results were as follows:

ORDINARY RESOLUTION	No. of votes (%)		Total number of votes
	FOR	AGAINST	
To approve and confirm the New Management Services Framework Agreement dated 26 October 2022; and to authorise any one executive director and/or company secretary of the Company to sign and execute all other documents and supplemental agreements and deeds and to do all such things in connection with the New Management Services Framework Agreement and the transactions contemplated thereunder.	31,421,544 (100)%	0 (0)%	31,421,544

As more than 50% of the votes were cast in favour of the ordinary resolutions, all the ordinary resolutions were duly passed.

As stated in the circular of the Company dated 23 November 2022, China Vanke Co., Ltd.* (萬科企業股份有限公司) (“**China Vanke**”) and its associates were required to abstain, and had abstained from voting on the above ordinary resolution in relation to the New Management Services Framework Agreement.

Wkland Investments Company Limited, being an associate of China Vanke, was interested in 292,145,949 shares of the Company representing 75% of the entire issued share capital of the Company as at the date of the extraordinary general meeting. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder apart from Wkland Investments Company Limited had to abstain and had abstained from voting on the ordinary resolution at the extraordinary general meeting. As such, as at the date of the extraordinary general meeting, excluding the Shares held by China Vanke and its associates, the total number of Shares entitling the holders to attend and vote for or against the above ordinary resolution was 97,381,983.

There were no Shares entitling the holders to attend and abstain from voting in favour of the ordinary resolution pursuant to in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. No Shareholders had stated their intention in the circular to vote against the above ordinary resolution or to abstain from voting at the extraordinary general meeting.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING IN RELATION TO THE AMENDMENT

At the extraordinary general meeting of the Company held on 23 December 2022 in relation to the Amendment, the chairman of the extraordinary general meeting demanded a poll for voting on the proposed resolution set out in the relevant notice of the extraordinary general meeting dated 23 November 2022. The Board is pleased to announce that the special resolution was duly passed by the shareholders of the Company by way of poll and the poll results were as follows:

SPECIAL RESOLUTION	No. of votes (%)		Total number of votes
	FOR	AGAINST	
To approve and confirm the Proposed Amendments and the New Memorandum and Articles of Association; and to authorise any executive director or company secretary of the Company to do all such acts, deeds and things and execute all such documents to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.	292,178,447 (100)%	0 (0)%	292,178,447

As not less than three-fourths of the votes were cast in favour of the special resolution, the special resolution was duly passed.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquires, (i) there were no Shares entitling the holders to attend and abstain from voting in favour of the special resolution above at the extraordinary general meeting pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (ii) there were no Shares requiring the holders to abstain from voting on the special resolution at the extraordinary general meeting. No parties had stated their intention in the circular to vote against the special resolution above or to abstain from voting at the extraordinary general meeting.

SCRUTINEER

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed by the Company and acted as the scrutineer for the vote-taking at the extraordinary general meetings.

DIRECTORS' ATTENDANCE

The following Directors attended the extraordinary general meetings: Mr. Sun Jia, Ms. Que Dongwu and Ms. Zhou Yue, all being executive Directors; and Mr. Choi Fan Wai, Ms. Law Chi Yin, Cynthia and Mr. Zhang Anzhi, all being independent non-executive Directors.

* *for identification only*

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

Hong Kong, 23 December 2022

As at the date of this announcement, the directors of the Company 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