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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)

**(1) POLL RESULTS OF THE
EXTRAORDINARY GENERAL MEETING
HELD ON 30 OCTOBER 2020
(2) NEW MANAGEMENT SERVICES
FRAMEWORK AGREEMENT BECOMING EFFECTIVE
AND
(3) TERMINATION OF THE EXISTING
MANAGEMENT SERVICES FRAMEWORK AGREEMENT**

Reference is made to the announcement of Vanke Overseas Investment Holding Company Limited (the “**Company**”) dated 7 September 2020 (the “**Announcement**”) and the circular of the Company dated 12 October 2020 (the “**Circular**”) in relation to the New Management Services Framework Agreement. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

POLL RESULTS OF THE EGM

At the extraordinary general meeting of the Company held on 30 October 2020 (the “**EGM**”), the chairman of the EGM demanded a poll for voting on all the proposed resolutions (the “**Resolutions**”) set out in the notice of EGM dated 12 October 2020 (the “**EGM Notice**”).

The Board is pleased to announce that all Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the EGM and the poll results were as follows:

ORDINARY RESOLUTIONS	No. of votes (%)		Total number of votes
	FOR	AGAINST	
To approve and confirm the New Management Services Framework Agreement dated 7 September 2020 entered into among (i) Vanke Overseas UK Management Limited, (ii) Vanke	38,662,914 (100%)	0 (0%)	38,662,914

ORDINARY RESOLUTIONS	No. of votes (%)		Total number of votes
	FOR	AGAINST	
US Management LLC, (iii) Vanke Holdings (Hong Kong) Company Limited, (iv) Vanke Overseas Management Holding Company Limited, (v) Vanke Property (Hong Kong) Company Limited, (vi) Chogori Investment (Hong Kong) Limited and (vii) Vanke Holdings USA LLC, and the transactions contemplated thereunder and the proposed annual caps (the “ New Annual Caps ”) for the three years commencing the date on which the condition precedent therein has been satisfied and ending on 31 December 2022; and to authorise each and every executive director of the Company (the “ Executive Director ”) (either singly or jointly with another Executive Director) to sign and execute such other documents and supplemental agreements and deeds (including the affixation of the common seal of the Company where execution under seal is required) for and on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the New Management Services Framework Agreement and/or the transactions contemplated thereunder			

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

As at the date of the EGM, the total number of issued shares of the Company (“**Shares**”) was 389,527,932. As stated in the circular of the Company dated 12 October 2020, 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 Resolutions in relation to the approval of the New Management Services Framework Agreement and the transactions contemplated thereunder and the New Annual Caps at the EGM. 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 EGM. 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 Resolutions at the EGM. As such, as at the date of the EGM, 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 Resolutions was 97,381,983.

There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions as set out 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 Resolutions or to abstain from voting at the EGM.

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 EGM.

NEW MANAGEMENT SERVICES FRAMEWORK AGREEMENT BECOMING EFFECTIVE

The Board is pleased to announce that the condition precedent has been fulfilled in accordance with the terms and conditions of the New Management Services Framework Agreement. Accordingly, the New Management Services Framework Agreement has become effective on 30 October 2020 until 31 December 2022.

TERMINATION OF THE EXISTING MANAGEMENT SERVICES FRAMEWORK AGREEMENT

Upon satisfaction of the condition precedent under the New Management Services Framework Agreement, the Existing Management Services Framework Agreement has terminated and all the legal obligations and liabilities of the parties under the Existing Management Services Framework Agreement have been fully discharged and released and no parties shall have any claim of any nature whatsoever against the other parties arising out of or in connection with the Existing Management Services Framework Agreement save for any antecedent breaches, benefits and/or any rights or obligations which may have accrued under the Existing Management Services Framework Agreement prior to the termination.

* *for identification purpose only*

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

Hong Kong, 30 October 2020

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

Executive Directors:

Mr. Zhang Xu (Chairman), Ms. Que Dongwu (Chief Executive Officer) and 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