

THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this 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 circular and the accompanying proxy form 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Vanke Overseas Investment Holding Company Limited to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 24 June 2022 at 11:30 a.m., is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, 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 the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures to be implemented at the AGM to safeguard the health and safety of Shareholders and to prevent the spread of the Novel Coronavirus (COVID-19) pandemic including, without limitation:

- Compulsory temperature screening/checks and health declaration
- Compulsory wearing of your own surgical face masks
- Scanning the "LeaveHomeSafe" venue QR code
- NO distribution of refreshments or drinks
- Be seated as indicated
- To keep social distancing at the AGM venue, seats shall be limited and will be available on a first-come-first served basis
- any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the Covid-19 pandemic.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. **The Company will conduct the annual general meeting in accordance with the then prevailing requirements or guidelines published by the Government of the Hong Kong Special Administrative Region. The Company will continue to monitor COVID-19 and may alter the annual general meeting arrangements at short notice. Shareholders are advised to check any future announcement(s) which the Company may publish on the websites of the Stock Exchange and the Company.** The Company reminds all Shareholders that physical attendance in person at the AGM is NOT necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Hong Kong, 22 April 2022

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE AGM	1
DEFINITIONS	2
LETTER FROM THE BOARD	5
APPENDIX I — EXPLANATORY STATEMENT FOR THE SHARE REPURCHASE PROPOSAL	I-1
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	II-1
NOTICE OF AGM	AGM-1

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection including, without limitation:

- (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;
- (ii) scanning the “LeaveHomeSafe” venue QR code;
- (iii) each attendee must wear a surgical face mask inside the meeting venue at all times. Please note that NO mask will be provided at the meeting venue and attendees should wear their own masks;
- (iv) NO refreshments or drinks will be served or taken away;
- (v) be seated as indicated and to maintain a safe distance between seats;
- (vi) to keep social distancing at the AGM venue, seats shall be limited and will be available on a first-come-first served basis; and
- (vii) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the Covid-19 pandemic.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Hong Kong Government’s quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Hong Kong Government’s prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of Covid-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law. The Company will conduct the annual general meeting in accordance with the then prevailing requirements or guidelines published by the Government of the Hong Kong Special Administrative Region. The Company will continue to monitor COVID-19 and may alter the annual general meeting arrangements at short notice. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as and when appropriate.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines issued by the Government of Hong Kong (available at www.chp.gov.hk/en/features/102742.html), the Company reminds Shareholders that physical attendance in person at the AGM is NOT necessary for the purpose of exercising voting rights. As an alternative, by using the form of proxy attached to this circular with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person. The form of proxy should be returned to the Company’s branch share registrar and transfer office in Hong Kong by the time specified, as set out in this circular.

DEFINITIONS

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

“AGM”	the 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.;
“Articles of Association”	the amended and restated articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“China Vanke”	China Vanke Co., Ltd., a joint stock company incorporated in the PRC and the issued A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000002) and the issued H shares of which are listed on the Stock Exchange (stock code: 2202), which is also the ultimate holding company of the Company;
“Company”	Vanke Overseas Investment Holding Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Executive Director(s)”	executive director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“INED(s)”	Independent non-executive director(s) of the Company;
“Latest Practicable Date”	14 April 2022, being the latest practicable date for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company;
“NED(s)”	non-executive director(s) of the Company;
“Notice of AGM”	the notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular;
“PRC”	the People’s Republic of China;
“Proposed Final Dividend”	a final dividend of HK\$0.09 per share for the year ended 31 December 2021 proposed by the Board to be declared and paid to the Shareholders;
“Retiring Directors”	the Directors retiring and offering themselves for reelection at the AGM in accordance with the Articles of Association, namely, Mr. Sun Jia, Ms. Que Dongwu, Ms. Zhou Yue and Mr. Choi Fan Wai;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction;
“Share Issuance Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;

DEFINITIONS

“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of issued Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

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)

Executive Directors:

Mr. Sun Jia (*Chairman*)

Ms. Que Dongwu (*Chief Executive Officer*)

Mr. Lee Kai-Yan

Ms. Zhou Yue

Registered Office:

P.O. Box 309,

Ugland House,

Grand Cayman,

KY1-1104,

Cayman Islands

Independent Non-Executive Directors:

Mr. Choi Fan Wai

Ms. Law Chi Yin, Cynthia

Mr. Zhang Anzhi

Place of Business in Hong Kong

55/F, Bank of China Tower,

1 Garden Road,

Central, Hong Kong

Hong Kong, 22 April 2022

To the Shareholders

Dear Sir/ Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to, inter alia, the proposed granting of general mandates to the Directors to issue and repurchase Shares and the proposed re-election of the Retiring Directors and to give you the Notice of AGM.

By ordinary resolutions of the Shareholders passed on 25 June 2021, general mandates were granted to the Directors (i) to repurchase issued and fully paid up Shares representing up to 10% of the issued share capital of the Company as at 25 June 2021; and (ii) to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at 25 June 2021, and to extend such general mandate so granted to the Directors by adding to it the number of any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at 25 June 2021. These general mandates will expire at the conclusion of the AGM. It is therefore proposed to seek your approval at the AGM to grant fresh general mandates to the Directors to exercise the above powers.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the Share Issuance Mandate.

The Share Issuance Mandate is valid from the date of passing the relevant resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 389,527,932. Accordingly, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot or otherwise deal with additional 77,905,586 Shares assuming no further Shares are issued or repurchased prior to the AGM.

3. GENERAL MANDATE TO REPURCHASE SHARES

Subject to the applicable laws and regulations of the Cayman Islands, the Takeovers Code and the Listing Rules, the Company is allowed to repurchase its own issued securities. The Articles of Association also enable such securities repurchases to be made.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the Share Repurchase Mandate.

The Share Repurchase Mandate is valid from the date of passing the relevant resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 389,527,932. Accordingly, the exercise of the Share Repurchase Mandate in full would enable the Company to repurchase 38,952,793 Shares assuming no further Shares are issued or repurchased prior to the AGM.

Further information relating to the Share Repurchase Mandate as required under the Listing Rules are set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. EXTENSION OF THE SHARE ISSUANCE MANDATE

Conditional on the passing of the resolutions granting the Share Issuance Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the extension of the Share Issuance Mandate by adding the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued pursuant to the Share Issuance Mandate the number of Shares repurchased under the Share Repurchase Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 99 of the Articles of Association, Mr. Sun Jia is due to retire from the Board and, being eligible, will offer himself for re-election at the AGM.

Pursuant to Article 116 of the Articles of Association, Ms. Que Dongwu, Ms. Zhou Yue and Mr. Choi Fan Wai are due to retire by rotation from the Board and, being eligible, will offer themselves for re-election at the AGM.

Recommendation to the Board for the proposal for re-election of Mr. Sun Jia, Ms. Que Dongwu and Ms. Zhou Yue, all as Executive Director, and Mr. Choi Fan Wai as INED, 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. The Board has also taken into account the contributions of the above Directors eligible for re-election and their commitment to their roles.

Furthermore, the Board has also assessed the independence of Mr. Choi Fan Wai, the INED eligible for re-election at the AGM, by reference to the guidelines on independence as set out in rule 3.13 of the Listing Rules and received a confirmation from Mr. Choi Fan Wai in respect of his independence, and was satisfied with his independence and believes he is independent. In view of Mr. Choi Fan Wai's work and professional experience as set out in Appendix II to this circular, the Board believes Mr. Choi Fan Wai will be able to complement the Board with his perspectives, skills and experience and contribute to diversity to the Board.

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

The biographical details of each of the Directors standing for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

(a) For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Friday, 24 June 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 June 2022.

(b) For determining the entitlement to the Proposed Final Dividend

The Proposed Final Dividend is subject to the approval of the Shareholders at the AGM. For determining the entitlement to the Proposed Final Dividend, the register of members of the Company will also be closed on Monday, 4 July 2022, on which no transfer of Shares will be registered. In order to qualify for entitlement to the Proposed Final Dividend, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 30 June 2022.

Subject to approval by the Shareholders at the AGM, the Proposed Final Dividend is payable on Wednesday, 13 July 2022 and the record date for entitlement to the Proposed Final Dividend is Monday, 4 July 2022.

7. ANNUAL GENERAL MEETING

The AGM will be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 24 June 2022 at 11:30 a.m. The Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. Resolutions in respect of, amongst others, the Share Issuance Mandate and the extension thereof, the Share Repurchase Mandate and the re-election of the Retiring Directors as referred to above will be proposed at the AGM.

8. PROXY ARRANGEMENT

A form of proxy for use in connection with the AGM is enclosed with this circular and is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://vankeoverseas.com>). In order to be valid, the form of proxy 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. The Company will conduct the annual general meeting in accordance with the then

LETTER FROM THE BOARD

prevailing requirements or guidelines published by the Government of the Hong Kong Special Administrative Region. The Company will continue to monitor COVID-19 and may alter the annual general meeting arrangements at short notice. In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.

9. 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.

10. RECOMMENDATION

The Directors consider that the resolutions set out in the Notice of AGM, including the proposed renewal of the Share Issuance Mandate and the extension thereof, the proposed renewal of the Share Repurchase Mandate and the proposed re-election of the Retiring Directors are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

11. RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

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

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the AGM.

(A) PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at the Latest Practicable Date, the number of Shares in issue was 389,527,932. Accordingly, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate) would enable the Company to repurchase 38,952,793 Shares assuming no further Shares are issued or repurchased prior to the AGM.

(B) REASON FOR REPURCHASES

Repurchases of Shares will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

(C) FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the Takeovers Code and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted. No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to sell any of the Shares held by them in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

(E) UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

(F) IMPLICATION UNDER TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following persons had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO (the "**Register**"):

Name of substantial shareholder	Long position/ short position	Capacity of interest	Number of interested Shares	% of the issued share capital of the Company
China Vanke (<i>Note 1</i>)	Long position	Held by controlled corporations	292,145,949	75.00%
CITIC Securities Company Limited (<i>Note 2</i>)	Long position	Held by controlled corporations	30,080,000	7.72%

Notes:

- (i) As recorded in the Register, China Vanke was interested in 292,145,949 Shares held by Wkland Investments Company Limited as at the Latest Practicable Date. Wkland Investments Company Limited is a direct wholly-owned subsidiary of Wkland Limited. Wkland Limited is a direct wholly-owned subsidiary of Vanke Property (Hong Kong) Company Limited. Vanke Property (Hong Kong) Company Limited is a direct wholly-owned subsidiary of Shanghai Vanke Real Estate Company Limited. Shanghai Vanke Real Estate Company Limited is a direct wholly-owned subsidiary of Shanghai Vanke Investment and Management Company Limited. Shanghai Vanke Investment and Management Company Limited is a direct wholly-owned subsidiary of China Vanke.
- (ii) As recorded in the Register, the 30,080,000 Shares are held by CSI Capital Management Limited, which is an indirect wholly-owned subsidiary of CITIC Securities International Company Limited, which in turn is a wholly-owned subsidiary of CITIC Securities Company Limited.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate to be proposed at the AGM and on the assumption that there is no change in the issued share capital of the Company at the AGM, the percentage shareholding of the abovementioned Shareholders in the Company would be increased as follows:

Name of substantial shareholder	Approximate effective interest
China Vanke.	83.33%
CITIC Securities Company Limited	8.58%

Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Share Repurchase Mandate.

However, a repurchase of the Shares pursuant to the Share Repurchase Mandate may result in the number of Shares held by the public being reduced to less than the minimum prescribed percentage of the Shares (25% as prescribed by Rule 8.08(1)(a) of the Listing Rules) then in issue. In such event, the repurchase would not be implemented unless a waiver is granted by the Stock Exchange from strict compliance requirements regarding the public float under Rule 8.08 of the Listing Rules.

(G) SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

(H) SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous twelve months before the printing of this circular were as follows:

		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
2021	June	2.60	2.41
	July	2.57	2.20
	August	3.49	2.31
	September	2.90	2.40
	October	2.59	2.36
	November	2.50	2.28
	December	2.30	2.20
2022	January	2.57	2.25
	February	2.69	2.36
	March	2.62	2.09
	April (up to the Latest Practicable date)	2.52	2.38

The following are the particulars of the Retiring Directors as required to be disclosed under the Listing Rules:

MR. SUN JIA

Mr. Sun Jia, aged 44, is the Chairman, an Executive Director and a member of the Nomination Committee of the Company.

Mr. Sun was first appointed an Executive Director and the Chairman of the Company for a term of three years commencing on 23 November 2021. 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. Sun 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. Sun joined China Vanke Co., Ltd. ("**China Vanke**"), a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 2202) and a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance, in 2007, and became the general manager of its strategy and investment management department in 2008. In 2010, he was appointed as the general manager of Xian Vanke Company Limited. He had been the general manager of Shanghai Vanke Company Limited since 2012, and was appointed as a Vice President of China Vanke in 2015. In March 2016, he was appointed as the Executive Vice President, the Supervisor of Finance and the Chief Financial Officer of China Vanke. He is currently the Chief Partner and Chief Executive Officer of Southern Regional Business Group, and Chief Partner of Shenzhen Vanke of China Vanke. Save as disclosed herein, Mr. Sun 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.

As at the Latest Practicable Date, Mr. Sun was not interested in any Shares, but his spouse was interested in 5,800 A shares in the share capital of China Vanke.

Mr. Sun graduated from the School of Economics, Peking University with a bachelor's degree in 2001. In 2007, he graduated from Harvard Business School with a master's degree in Business Administration.

Save as disclosed above, Mr. Sun has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MS. QUE DONGWU

Ms. Que Dongwu, aged 55, is an Executive Director, a Chief Executive Officer of the Company, a member of the Remuneration Committee of the Company and a director of certain subsidiaries of the Group.

Ms. Que was first appointed an Executive Director of the Company in July 2012 and Chief Executive Officer in February 2019. During the year ended 31 December 2021, her appointment was extended for a further term of not exceeding three years commencing from 24 July 2021, which may be terminated, by either side, on no less than one month's notice. Her directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Que is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to her workload, responsibilities and contribution to the Company and the Company's remuneration policies.

Ms. Que joined China Vanke in May 1993 and is currently a staff representative supervisor of China Vanke. She is also a director of Vanke Property (Hong Kong) Company Limited. Save as disclosed herein, Ms. Que does not have any relationship with any Director, senior management, substantial or controlling Shareholder, and she has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Ms. Que was not interested in any Shares, but she was interested in 60,700 A shares in the share capital of China Vanke.

Ms. Que has over 15 years of experience in corporate finance and real estate investment. She obtained her master degree in Economics from Fudan University, PRC in July 1999.

Save as disclosed above, Ms. Que has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with her re-election.

MS. ZHOU YUE

Ms. Zhou Yue, aged 39, is an Executive Director of the Company.

Ms. Zhou was first appointed an Executive Director for a term of three years commencing on 26 May 2021. Her appointment may be terminated by either side on no less than two month's notice. Her directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Zhou received an aggregate remuneration from 26 May 2021 to 31 December 2021 of HK\$3,134,000 which was determined with reference to her duties, responsibilities and contribution to the Group and the Group's remuneration policies.

Ms. Zhou does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Ms. Zhou was not interested in any Shares within the meaning of Part XV of the SFO. She has not held any directorship in other listed companies in the past three years.

Ms. Zhou Yue has been the managing director of Vanke Overseas UK Management Limited, a subsidiary of the Company in the United Kingdom (the "UK"), since December 2020. She leads the

strategic expansion of the business of the Group in the UK specialised for the sourcing, execution and operation of investments in the region. Ms. Zhou Yue has over 14 years of experience in the financial services industry. Prior to joining the Group, Ms. Zhou Yue was a managing director at Perella Weinberg Partners UK Limited where she focused on advising the British and European corporate and private equity clients on mergers and acquisitions and restructuring transactions in the industrials, natural resources and real estate sectors between 2008 and 2020. Ms. Zhou Yue started her career at the Global Industrials Investment Banking Group of Citigroup Global Markets in London, the UK in 2006. Ms. Zhou Yue received a Bachelor of Arts with Honors in Economics from Harvard University in 2006.

Save as disclosed above, Ms. Zhou has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with her re-election.

MR. CHOI FAN WAI

Mr. Choi Fan Wai, aged 52, is an INED, the chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Choi was first appointed an INED for a term of three years commencing on 26 May 2021. His appointment may be terminated by either side on no less than two months' notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Choi is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his duties and responsibilities to the Company as an INED and the Company's remuneration policies plus allowances for attending meetings.

Mr. Choi does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Choi was not interested in any Shares within the meaning of Part XV of the SFO. He has not held any directorship in other listed companies in the past three years.

Mr. Choi Fan Wai has more than 30 years of experience in the audit and financial services industry. Mr. Choi worked for Deloitte Touche Tohmatsu since January 1998 and was admitted as a partner of Deloitte Touche Tohmatsu in June 2005 until December 2006. Mr. Choi has also profound professional experience in asset management services, including through his prior work at JP Morgan Asset Management, a subsidiary of JP Morgan Chase & Co. (a company whose shares are listed on the New York Stock Exchange, ticker symbol: JPM), between 2007 and 2008, Elmore Capital Limited (a formerly licensed corporation under the SFO) which was subsequently restructured to become Wolver Hill Asset Management Asia Limited (a licensed corporation under the SFO), between 2009 and 2017, and Crowe (HK) CPA Limited from 2017 to 2020. Mr. Choi is currently the director, a responsible officer and partner of AIM Capital Consortium Limited (a licensed corporation under the SFO). Mr. Choi Fan Wai graduated from The Hong Kong Polytechnic University with a bachelor's degree of arts in accountancy in 1991. He is currently a fellow member of Hong Kong Institute of Certified Public Accountants and a fellow member of Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Mr. Choi has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Vanke Overseas Investment Holding Company Limited (the “**Company**”) will be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 24 June 2022 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2021;
2. To declare a final dividend of HK\$0.09 per share for the year ended 31 December 2021;
3. To re-elect Mr. Sun Jia as an executive director;
4. To re-elect Ms. Que Dongwu as an executive director;
5. To re-elect Ms. Zhou Yue as an executive director;
6. To re-elect Mr. Choi Fan Wai as an independent non-executive director;
7. 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;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

8. **“THAT:**
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (aa) a Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or are convertible into shares of the Company; or (cc) the exercise of subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares in the capital of the Company; or (dd) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's articles of association from time to time, shall not exceed 20% of the total aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company's articles of association to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

NOTICE OF AGM

9. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of the ordinary share capital of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s articles of association to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

NOTICE OF AGM

10. “**THAT** subject to the passing of the ordinary resolutions numbered 8 and 9 as set out in the notice convening this meeting, the general mandate referred to in Resolution No. 8 above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company since the granting of the general mandate referred to in Resolution No. 9 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By order of the Board

VANKE OVERSEAS INVESTMENT HOLDING COMPANY LIMITED

Que Dongwu

Executive Director and Chief Executive Officer

Hong Kong, 22 April 2022

Notes:

- (i) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney of authority, must be lodged with 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, for registration not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 June 2022.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2021, the register of members of the Company will also be closed on Monday, 4 July 2022, on which no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 30 June 2022. Subject to approval by the Shareholders at the AGM, the proposed final dividend is payable on Wednesday, 13 July 2022 and the record date for entitlement to the proposed final dividend is Monday, 4 July 2022.
- (v) All votes at the meeting are to be taken by poll.

NOTICE OF AGM

(vi) To safeguard the health and safety of Shareholders, staff and other stakeholders and to prevent the spreading of the Novel Coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the AGM including, without limitation:

- Compulsory temperature screening/checks and health declaration
- Compulsory wearing of your own surgical face masks
- Scanning the “LeaveHomeSafe” venue QR code
- No distribution of refreshments or drinks
- Be seated as indicated
- To keep social distancing at the AGM venue, seats shall be limited and will be available on a first-come-first served basis
- Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the Covid-19 pandemic

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Hong Kong Government’s quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Hong Kong Government’s prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of Covid-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law. **The Company will conduct the annual general meeting in accordance with the then prevailing requirements or guidelines published by the Government of the Hong Kong Special Administrative Region. The Company will continue to monitor COVID-19 and may alter the annual general meeting arrangements at short notice. Shareholders are advised to check any future announcement(s) which the Company may publish on the websites of the Stock Exchange and the Company.**

- (vii) For the health and safety of Shareholders and all attendees, the Company reminds all Shareholders that physical attendance in person at the AGM is NOT necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM according to their indicated voting instructions as an alternative and to return their forms of proxy by the time specified above.
- (viii) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong SAR to prevent the spread of COVID-19, certain Director(s) of the Company may attend the AGM through conference call or similar electronic means.
- (ix) Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.