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CHINA VANKE CO., LTD.*

萬科企業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2202)

**ANNOUNCEMENT ON RESOLUTIONS OF THE
ANNUAL GENERAL MEETING OF 2022 AND FORMATION
OF THE TWENTIETH SESSION OF THE BOARD OF DIRECTORS AND
THE ELEVENTH SESSION OF THE SUPERVISORY COMMITTEE**

I. CONVENING OF THE AGM

The board of directors (the “**Board**”) of China Vanke Co., Ltd.* (the “**Company**”) hereby announces that the annual general meeting of 2022 (the “**AGM**”) of the Company was held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, Guangdong Province, the PRC at 2:30 pm on Friday, 30 June 2023. The AGM adopted both onsite voting and A-share online voting.

The AGM was convened by the nineteenth session of the Board and chaired by Mr. YU Liang, chairman of the Board. Mr. ZHU Jiusheng, Mr. WANG Haiwu, Mr. XIN Jie, Mr. HU Guobin, Mr. HUANG Liping, Mr. LEI Jiansong, Mr. NG Kar Ling, Johnny, Mr. LIU Tsz Bun Bennett, Mr. LIM Ming Yan and Dr. SHUM Heung Yeung Harry, being directors of the nineteenth session of the Board and the candidates of the twentieth session of the Board, Mr. XIE Dong, being the chairman of the Supervisory Committee of the Company, Mr. LI Miao, being a supervisor, and other members of the senior management of the Company also attended the AGM either on-site or by correspondence. Guangdong Shu Jin Law Firm, being the Company's PRC legal advisor, and BDO Limited ^{Note 1} were appointed by the Company to act as the scrutineers for vote-taking at the AGM.

The convening and holding of the AGM complied with the relevant laws, regulations and departmental rules including the Company Law of the People's Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the requirements of the articles of association of China Vanke Co., Ltd. (the “**Articles of Association**”).

The total number of issued shares of the Company as at the date of the AGM was 11,930,709,471 shares, of which the A shares and the H shares were 9,724,196,533 shares and 2,206,512,938 shares respectively. Among which, the total number of shares that entitled the shareholders of the Company (the “**Shareholder(s)**”) to attend the AGM and vote on the resolutions proposed at the Meeting was 11,857,753,479 shares, of which the A shares and the H shares were 9,651,240,541 shares and 2,206,512,938 shares respectively.

To the best knowledge, information and belief of the directors of the Company, there was no restriction on any Shareholder to cast his/her votes on any of the proposed resolutions at the AGM. No Shareholder who was entitled to attend the AGM was required to abstain from voting in favor of the resolutions proposed to the AGM pursuant to Rule 13.40 of the Hong Kong Listing Rules; or was required under the Hong Kong Listing Rules to abstain from voting at the AGM as having material interests in the matters to be considered at the AGM.

II. ATTENDANCE AT THE AGM

Class	Number of Shareholders and proxies attending the on-site meeting			Number of Shareholders participating through online voting			Overall attendance		
	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)
A Share	86	3,267,933,819	33.8602	644	1,752,632,623	18.1597	730	5,020,566,442	52.0199
H Share	1	946,176,684	42.8811	0	0	0.0000	1	946,176,684	42.8811
Total	87	4,214,110,503	35.5389	644	1,752,632,623	14.7805	731	5,966,743,126	50.3194

III. VOTING RESULTS OF THE AGM

(I) Voting Results

RESOLUTIONS VOTED BY NON-ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	To consider and approve the report of the board of directors of the Company for the year 2022	A Share	4,961,993,926	98.8333	10,385,300	0.2069	48,187,216	0.9598
		H Share	943,476,398	99.7146	0	0.0000	2,700,286	0.2854
		Total	5,905,470,324	98.9731	10,385,300	0.1741	50,887,502	0.8528
2	To consider and approve the report of the supervisory committee of the Company for the year 2022	A Share	4,962,005,826	98.8336	10,410,900	0.2074	48,149,716	0.9590
		H Share	943,476,398	99.7146	0	0.0000	2,700,286	0.2854
		Total	5,905,482,224	98.9733	10,410,900	0.1745	50,850,002	0.8522

RESOLUTIONS VOTED BY NON-ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
3	To consider and approve the annual report for the year 2022	A Share	4,962,122,626	98.8359	10,367,800	0.2065	48,076,016	0.9576
		H Share	943,476,398	99.7146	0	0.0000	2,700,286	0.2854
		Total	5,905,599,024	98.9753	10,367,800	0.1738	50,776,302	0.8509
4	To consider and approve the dividend distribution plan for the year 2022	A Share	4,962,198,726	98.8374	10,431,500	0.2078	47,936,216	0.9548
		H Share	946,176,684	100.0000	0	0.0000	0	0.0000
		Total	5,908,375,410	99.0218	10,431,500	0.1748	47,936,216	0.8034
5	To consider and approve the re-appointment of certified public accountants for the year 2023	A Share	4,946,022,316	98.5152	26,542,610	0.5287	48,001,516	0.9561
		H Share	836,522,630	88.4108	109,597,854	11.5832	56,200	0.0060
		Total	5,782,544,946	96.9129	136,140,464	2.2817	48,057,716	0.8054
6	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing financial assistance to third parties	A Share	4,961,827,926	98.8300	10,707,200	0.2133	48,031,316	0.9567
		H Share	926,890,484	97.9617	16,373,400	1.7305	2,912,800	0.3078
		Total	5,888,718,410	98.6923	27,080,600	0.4539	50,944,116	0.8538
7	To consider and approve the authorisation of guarantee by the Company and its majority-owned subsidiaries to other majority-owned subsidiaries	A Share	4,861,000,275	96.8217	111,604,551	2.2229	47,961,616	0.9554
		H Share	339,244,455	35.8542	603,337,310	63.7658	3,594,919	0.3800
		Total	5,200,244,730	87.1538	714,941,861	11.9821	51,556,535	0.8641
8	To consider and approve the resolution in relation to the general mandate to issue additional H shares and/or A Shares	A Share	4,822,257,487	96.0501	150,394,039	2.9956	47,914,916	0.9543
		H Share	224,868,424	23.7660	721,252,060	76.2281	56,200	0.0059
		Total	5,047,125,911	84.5876	871,646,099	14.6084	47,971,116	0.8040
RESOLUTIONS VOTED BY ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Number of votes			Percentage (%)		
9	To consider and approve the resolutions of proposed election of executive directors and non-executive directors							
9.1	To consider and approve the election of Mr. HU Guobin as a non-executive director	A Share	4,346,039,126			86.5647		
		H Share	668,808,532			70.6854		
		Total	5,014,847,658			84.0466		
9.2	To consider and approve the election of Mr. HUANG Liping as a non-executive director	A Share	4,413,927,239			87.9169		
		H Share	847,824,072			89.6053		
		Total	5,261,751,311			88.1846		
9.3	To consider and approve the election of Mr. LEI Jiangsong as a non-executive director	A Share	4,389,886,217			87.4381		
		H Share	711,076,248			75.1526		
		Total	5,100,962,465			85.4899		
9.4	To consider and approve the election of Mr. XIN Jie as a non-executive director	A Share	4,414,946,188			87.9372		
		H Share	847,824,072			89.6053		
		Total	5,262,770,260			88.2017		

RESOLUTIONS VOTED BY ACCUMULATIVE VOTING SYSTEM				
Resolution No.	Resolution name	Types of Shares	Number of votes	Percentage (%)
9.5	To consider and approve the election of Mr. YU Liang as an executive director	A Share	4,407,677,096	87.7924
		H Share	802,268,218	84.7905
		Total	5,209,945,314	87.3164
9.6	To consider and approve the election of Mr. ZHU Jiusheng as an executive director	A Share	4,418,986,043	88.0177
		H Share	822,646,438	86.9443
		Total	5,241,632,481	87.8475
10	To consider and approve the resolutions of election of independent non-executive directors			
10.1	To consider and approve the election of Mr. LIU Tsz Bun Bennett as an independent non-executive director	A Share	4,422,025,252	88.0782
		H Share	942,369,884	99.5977
		Total	5,364,395,136	89.9049
10.2	To consider and approve the election of Mr. LIM Ming Yan as an independent non-executive director	A Share	4,420,727,120	88.0524
		H Share	942,369,884	99.5977
		Total	5,363,097,004	89.8832
10.3	To consider and approve the election of Dr. SHUM Heung Yeung Harry as an independent non-executive director	A Share	4,420,993,501	88.0577
		H Share	942,369,884	99.5977
		Total	5,363,363,385	89.8876
10.4	To consider and approve the election of Mr. ZHANG Yichen as an independent non-executive director	A Share	4,419,112,632	88.0202
		H Share	911,260,107	96.3097
		Total	5,330,372,739	89.3347
11	To consider and approve the resolutions of election of non-staff representative member(s) of the Supervisory Committee			
11.1	To consider and approve the election of Mr. LI Miao as a supervisor	A Share	4,422,560,704	88.0889
		H Share	936,264,944	98.9524
		Total	5,358,825,648	89.8116
11.2	To consider and approve the election of Mr. XIE Dong as a supervisor	A Share	4,405,937,778	87.7578
		H Share	847,732,680	89.5956
		Total	5,253,670,458	88.0492

Note 2: For Resolutions 9 to 11, the Company adopted cumulative voting and tallied the results of voting. A candidate for director or supervisor of the Company who receives more than one-half of the total number of voting shares represented by the shareholders present at the meeting (whichever is not cumulative) shall be elected.

For the resolutions proposed at the AGM, each of Resolutions 1 to 7 and each of sub-Resolutions 9 to 11 were ordinary resolutions and the votes cast in favor of the resolutions were more than 50% of shares with voting rights represented by the shareholders attending the AGM; Resolution 8 was a special resolution, and the votes cast in favor of the resolution were more than two-thirds of shares with voting rights represented by the shareholders attending the AGM, therefore all the resolutions proposed to the AGM were duly approved. For details of the aforementioned resolutions, please refer to the notice of the AGM and the circular of the 2022 AGM dated 31 May 2023.

(II) Separate Vote Counting Results of Resolutions Involving Minority Shareholders

RESOLUTIONS VOTED BY NON-ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
4	To consider and approve the dividend distribution plan for the year 2022	A Share	1,709,348,845	96.6981	10,431,500	0.5901	47,936,216	2.7118
		H Share	946,176,684	100.0000	0	0.0000	0	0.0000
		Total	2,655,525,529	97.8493	10,431,500	0.3844	47,936,216	1.7663
5	To consider and approve the re-appointment of certified public accountants for the year 2023	A Share	1,693,172,435	95.7830	26,542,610	1.5015	48,001,516	2.7155
		H Share	836,522,630	88.4108	109,597,854	11.5832	56,200	0.0060
		Total	2,529,695,065	93.2128	136,140,464	5.0164	48,057,716	1.7708
6	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing financial assistance to third parties	A Share	1,708,978,045	96.6772	10,707,200	0.6057	48,031,316	2.7171
		H Share	926,890,484	97.9617	16,373,400	1.7305	2,912,800	0.3078
		Total	2,635,868,529	97.1250	27,080,600	0.9979	50,944,116	1.8771
7	To consider and approve the authorisation of guarantee by the Company and its majority-owned subsidiaries to other majority-owned subsidiaries	A Share	1,608,150,394	90.9733	111,604,551	6.3135	47,961,616	2.7132
		H Share	339,244,455	35.8542	603,337,310	63.7658	3,594,919	0.3800
		Total	1,947,394,849	71.7565	714,941,861	26.3438	51,556,535	1.8997
RESOLUTIONS VOTED BY ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Number of votes		Percentage (%)			
9	To consider and approve the resolutions of proposed election of executive directors and non-executive directors							
9.1	To consider and approve the election of Mr. HU Guobin as a non-executive director	A Share	1,093,189,245			61.8419		
		H Share	668,808,532			70.6854		
		Total	1,761,997,777			64.9251		
9.2	To consider and approve the election of Mr. HUANG Liping as a non-executive director	A Share	1,161,077,358			65.6823		
		H Share	847,824,072			89.6053		
		Total	2,008,901,430			74.0229		
9.3	To consider and approve the election of Mr. LEI Jiangsong as a non-executive director	A Share	1,137,036,336			64.3223		
		H Share	711,076,248			75.1526		
		Total	1,848,112,584			68.0982		
9.4	To consider and approve the election of Mr. XIN Jie as a non-executive director	A Share	1,162,096,307			65.7400		
		H Share	847,824,072			89.6053		
		Total	2,009,920,379			74.0604		
9.5	To consider and approve the election of Mr. YU Liang as an executive director	A Share	1,154,827,215			65.3288		
		H Share	802,268,218			84.7905		
		Total	1,957,095,433			72.1139		

RESOLUTIONS VOTED BY ACCUMULATIVE VOTING SYSTEM				
Resolution No.	Resolution name	Types of Shares	Number of votes	Percentage (%)
9.6	To consider and approve the election of Mr. ZHU Jiusheng as an executive director	A Share	1,166,136,162	65.9685
		H Share	822,646,438	86.9443
		Total	1,988,782,600	73.2815
10	To consider and approve the resolutions of election of independent non-executive directors			
10.1	To consider and approve the election of Mr. LIU Tsz Bun Bennett as an independent non-executive director	A Share	1,169,175,371	66.1404
		H Share	942,369,884	99.5977
		Total	2,111,545,255	77.8050
10.2	To consider and approve the election of Mr. LIM Ming Yan as an independent non-executive director	A Share	1,167,877,239	66.0670
		H Share	942,369,884	99.5977
		Total	2,110,247,123	77.7572
10.3	To consider and approve the election of Dr. SHUM Heung Yeung Harry as an independent non-executive director	A Share	1,168,143,620	66.0821
		H Share	942,369,884	99.5977
		Total	2,110,513,504	77.7670
10.4	To consider and approve the election of Mr. ZHANG Yichen as an independent non-executive director	A Share	1,166,262,751	65.9757
		H Share	911,260,107	96.3097
		Total	2,077,522,858	76.5514
11	To consider and approve the resolutions of election of non-staff representative member(s) of the Supervisory Committee			
11.1	To consider and approve the election of Mr. LI Miao as a supervisor	A Share	1,169,710,823	66.1707
		H Share	936,264,944	98.9524
		Total	2,105,975,767	77.5998
11.2	To consider and approve the election of Mr. XIE Dong as a supervisor	A Share	1,153,087,897	65.2304
		H Share	847,732,680	89.5956
		Total	2,000,820,577	73.7251

Note 3: Minority shareholders refer to shareholders other than directors, supervisors, senior management and shareholders who severally or jointly hold more than 5% of the Company's Shares.

IV. ELECTION OF THE NEW SESSION OF THE BOARD

Regarding the election of the new session of the Board, the election of 10 candidates as the Directors of the twentieth session of the Board of the Company submitted to the AGM for consideration was duly approved by the Shareholders. In addition, Ms. WANG Yun was elected by the staff representative meeting of the Company as the staff representative director of the Company. The twentieth session of the Board of the Company was thus formally established with Mr. YU Liang, Mr. ZHU Jiusheng and Ms. WANG Yun as executive Directors; Mr. XIN Jie, Mr. HU Guobin, Mr. HUANG Liping and Mr. LEI Jiansong as non-executive Directors; and Mr. LIU Tsz Bun Bennett, Mr. LIM Ming Yan, Dr. SHUM Heung Yeung Harry and Mr. ZHANG Yichen as independent non-executive Directors. The twentieth session of the Board will be held for a term of three years commencing from the date of the AGM.

For biography of directors of the twentieth session of the Board, please refer to the announcement of the Company dated 29 May 2023 and 21 June 2023.

With effect from the conclusion of the AGM, Mr. WANG Haiwu retired from the position as a staff representative Director of the Company and Mr. KANG Dian, Ms. LIU Shuwei, Mr. NG Kar Ling, Johnny retired from the positions as independent non-executive Directors of the Company. The above retiring Directors confirm that there are no disagreements with the Board and there are no matters relating to their retirement as Directors that need to be brought to the attention of the Shareholders. The Company would like to express its heartfelt gratitude to Mr. WANG Haiwu, Mr. KANG Dian, Ms. LIU Shuwei, Mr. NG Kar Ling, Johnny for their significant contributions to the work of the Board during their term of office.

V. ELECTION OF THE NEW SESSION OF THE SUPERVISORY COMMITTEE

The election of Mr. LI Miao and Mr. XIE Dong as the supervisory of the eleventh session of the Supervisory Committee of the Company submitted to the AGM for consideration was duly approved by the Shareholders, Mr. LI Miao and Mr. XIE Dong form the eleventh session of the Supervisory Committee of the Company together with Mr. PAN Zhang Liang, a staff representative supervisor elected by the Company through staff representative meeting. The eleventh session of the Supervisory Committee will be held for a term of three years commencing from the date of the AGM.

For biography of supervisors of the eleventh session of the Supervisory Committee, please refer to the announcement of the Company dated 29 May 2023 and 21 June 2023.

With effect from the conclusion of the AGM, Ms. QUE Dongwu retired from the position as a staff representative supervisor of the Company. Ms. QUE Dongwu confirms that there are no disagreements with the Board or the Supervisory Committee and there are no matters relating to her retirement as a supervisor that need to be brought to the attention of the Shareholders. The Company would like to express its heartfelt gratitude to Ms. QUE Dongwu for her significant contributions to the work of the Supervisory Committee during her term of office.

VI. LEGAL OPINION ISSUED BY LAWYERS

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of lawyers: MA Yunyan and WANG Cuiping
3. Conclusive opinion: The convention of and procedures for holding the Meeting of the Company, as well as the eligibility of persons attending the Meeting and the convenor of the Meeting were in compliance with the relevant rules and regulations of the PRC including the Company Law and Rules on Shareholders' Meetings and requirements of the Articles of Association. The voting procedures and voting results were legal and valid.

Note 1: Scope of work of BDO Limited: The poll results were subject to scrutiny by BDO Limited, Certified Public Accountants (Practising), whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to BDO Limited. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standard on Review Engagements or Hong Kong Standard on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance of the voting results or any assurance or advice on matters of legal interpretation or entitlement to vote.

By order of the Board
China Vanke Co., Ltd.*
ZHU Xu
Company Secretary

Shenzhen, the PRC, 30 June 2023

As at the date of this announcement, the Board comprises Mr. YU Liang, Mr. ZHU Jiusheng and Ms. WANG Yun as executive directors; Mr. XIN Jie, Mr. HU Guobin, Mr. HUANG Liping and Mr. LEI Jiangsong as non-executive directors; and Mr. LIU Tsz Bun Bennett, Mr. LIM Ming Yan, Dr. SHUM Heung Yeung Harry and Mr. ZHANG Yichen as independent non-executive directors.

* For identification purpose only