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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)

CHANGE OF CHAIRMAN AND EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF NOMINATION COMMITTEE

RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR

The board of directors (the “**Directors**”) (the “**Board**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) announces that, with effect from 23 November 2021, Mr. Zhang Xu has resigned as the chairman of the Company (the “**Chairman**”) and an executive Director and ceased to be a member of the Nomination Committee of the Company (the “**Nomination Committee**”) as he would like to devote more time to his other business commitments.

Mr. Zhang Xu confirmed that he has no disagreement with the Board and he is not aware of any matter in relation to his resignation that should be brought to the attention of shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF CHAIRMAN AND EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 23 November 2021, Mr. Sun Jia (“**Mr. Sun**”) has been appointed as the Chairman, an executive Director and a member of the Nomination Committee.

As at the date of this announcement, Mr. Sun has entered into a letter of appointment with the Company for a term of three years and will hold office until the first general meeting of the Company after his appointment and is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. His appointment may be terminated by either side on no less than two months’ notice. During the appointment, Mr. Sun will be entitled to a director’s fee of HK\$200,000 per annum pursuant to the terms of the said letter of appointment, which has been recommended by the Remuneration Committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to his duties and responsibilities as an executive Director and the prevailing market conditions. Such remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Mr. Sun, aged 43, joined China Vanke Co., Ltd* (“**China Vanke**”), a controlling shareholder of the Company and a company listed on the Shenzhen Stock Exchange and the Hong Kong Stock Exchange (Hong Kong stock code: 2202), 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. 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.

As at the date of this announcement, Mr. Sun was not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). The spouse of Mr. Sun holds 5,800 A shares in China Vanke, an associated corporation of the Company. Therefore, Mr. Sun was taken to be interested in 5,800 A shares in China Vanke, an associated corporation of the Company within the meaning of Part XV of the SFO.

Other than those disclosed above, Mr. Sun did not hold any directorships in companies listed in Hong Kong or any other overseas securities exchanges in the last three years preceding the date of his appointment and does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. 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 nor to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

As a result of the resignation of Mr. Zhang Xu, he has ceased to act as a member of the Nomination Committee and Mr. Sun will be a member of the Nomination Committee with effect from 23 November 2021.

The Board would like to take this opportunity to express its gratitude to Mr. Zhang Xu for his contribution to the Company during the tenure of his service and extend its warm welcome to Mr. Sun in joining the Board.

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

Hong Kong, 22 November 2021

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

Executive Directors:

Mr. Zhang Xu (Chairman), Ms. Que Dongwu (Chief Executive Officer), Mr. Lee Kai-Yan, Ms. Zhou Yue

Independent Non-Executive Directors (in alphabetical order):

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

* *for identification only*