



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)
(於開曼群島註冊成立之有限公司)

(Stock code: 01036)
(股份代號: 01036)

PROXY FORM

代表委任表格

I/We, being the registered holder(s) in the capital of the Company, hereby appoint the Chairman of the meeting (Note 2 and 3) or the proxy as specified below to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 23 December 2022 at 11:40 a.m. at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolution/resolutions to be proposed at the EGM (and at any adjournment thereof).

Please indicate how you wish your vote(s) to be cast by putting a "✓" in the appropriate box next to the following resolution. (Note 4)

本人/吾等為本公司股本中的登記持有人，茲委任大會主席(附註2和3)或下列代表為本人/吾等的代表，代表本人/吾等出席本公司訂於二零二二年十二月二十三日(星期五)上午十一時四十分假座香港金鐘道95號統一中心22樓舉行的股東特別大會(「股東特別大會」)及其任何續會，並在股東特別大會及其任何續會上代表本人/吾等投票及行使法律、法規及本公司組織章程細則賦予代表的一切權利。

本人/吾等希望本人/吾等的代表按以下指示就將於股東特別大會(及其任何續會)上提呈的決議案投票。

請於下列決議案旁邊的適當空格內劃上「✓」號，以顯示閣下的投票意向。(附註4)

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)
登記持有人(請用英文正楷填寫。所有聯名持有人的姓名均應填寫。)

Registered Name ^(Note 1) 登記姓名(附註1)										
Registered Address ^(Note 5) 登記地址(附註5)										

Registered Shareholding 登記股份數目	Certificate No. 股票號碼	Date (DD-MM-YYYY) 日期	Signature ^(Note 6) 簽署(附註6)

Proxy (Complete in ENGLISH BLOCK CAPITALS.)
代表(請以英文正楷填寫。)

Full Name 姓名											
Full Address 地址											
No. of Shares ^(Note 7) 股份數目(附註7)						Email Address 電郵地址					

SPECIAL RESOLUTION 特別決議案		FOR 贊成	AGAINST 反對
1.	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. [^] 批准及確認建議修訂及新組織章程大綱及細則；及授權本公司任何一名執行董事或公司秘書就使建議修訂及採納新組織章程大綱及細則生效進行一切有關行動、契據及事宜，並簽立一切有關文件及作出一切有關安排。 [^]		

[^] Full text of the resolution is set out in the EGM Notice.

[^] 決議案全文載於股東特別大會通告。

Notes:

附註:

1. Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
請用**正楷**填上登記在本公司股東名冊上的全名。
2. If you are a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf provided that each proxy is appointed to represent the respective number of shares held by you as specified in the relevant proxy form. A proxy need not be a shareholder of the Company, but must attend the EGM in person in order to represent you.
如閣下有資格出席股東特別大會並在會上投票，則有權委派一位或以上代表代為出席會議並代表閣下投票，而每位受委派者分別代表於相關代表委任表格內指明的閣下持有股份數目。受委代表毋須為本公司股東，惟須親自代表閣下出席股東特別大會。
3. If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed.**
如欲委任大會主席以外的人士出任代表，請刪除「大會主席」等字，並在適當空位上填上欲委任的代表的姓名及地址。倘無填上任何姓名，大會主席將擔任閣下的受委代表。本代表委任表格如有任何修改，必須由簽署人簡簽示可。
4. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the EGM. 如閣下並無在本代表委任表格上作出具體投票指示，獲委任為閣下代表的人士可自行酌情決定是否投票及(倘投票)如何投票，而除另有指示外，該代表亦可自行酌情就於股東特別大會上正式提出的任何其他事項(包括對決議案的修改)投票或放棄投票。
5. Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
請用**正楷**填上登記在本公司股東名冊上的地址。
6. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholding, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.**
本代表委任表格必須由閣下或閣下以書面正式授權人士簽署並註明日期。如股東為一間公司，則本代表委任表格須加蓋法團印章或由公司正式授權人親筆簽署。如屬聯名股東，任何一位聯名股東均可簽署本代表委任表格。由較優先的聯名股東所作出的表決，不論是親自或由代表作出的，須被接受為代表其餘聯名股東的唯一表決。就此而言，股東的優先次序須按本公司股東名冊內與有關股份相關的聯名股東排名先後而定。
7. Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
請填上以閣下名義登記的股份數目。如未有填上股數，則本代表委任表格將被視為與全部以閣下名義登記的本公司股份有關。
8. In order to be valid, this proxy form must be completed and deposited at the Company's Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, **at least 48 hours before the EGM (or the adjournment thereof)**. If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company's share registrar with this proxy form.
本代表委任表格須於**股東特別大會(或其任何續會)舉行時間48小時前**填妥並交回本公司股份過戶登記處，地址為香港灣仔皇后大道東183號合和中心17M樓，方為有效。倘若本代表委任表格乃經授權簽署，惟以簽署表格的授權書或其他授權文件(或經由公證人簽署證明的副本)，必須連同本代表委任表格送交本公司過戶登記處。
9. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the EGM (and at any adjournment thereof) if you so wish.
填妥及交回本代表委任表格並不影響閣下親自出席股東特別大會(及其任何續會)並於會上投票的權利。