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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 OF RESOLUTIONS APPROVED AT THE FIFTH MEETING OF THE TWENTIETH SESSION OF THE BOARD OF DIRECTORS

1. THE CONVENING OF THE MEETING

The written notice of the fifth meeting (the “**Meeting**”) of the twentieth session of the board of directors of China Vanke Co., Ltd.* (the “**Company**”) was sent to all the directors of the Company by email on 13 March 2024. The Meeting was held on 28 March 2024 in Shenzhen, in the way of physical and communication conference. 11 directors were eligible to attend the Meeting and all of them attended the Meeting in person or by authorization. Mr. XIN Jie, a non-executive director of the Company, did not attend the Meeting due to business engagement, and authorized Mr. HUANG Liping, another non-executive director of the Company, to attend the Meeting and execute voting rights on behalf of him. Mr. YU Liang, the chairman of the Board, chaired the Meeting, members of the Supervisory Committee and other senior management also attended the Meeting. The convening of the Meeting was in compliance with the relevant rules and the requirements of the Articles of Association of China Vanke Co., Ltd. (the “**Articles of Association**”).

2. RESOLUTIONS CONSIDERED AND THE VOTING RESULTS

(1) The 2023 Annual Report and its Summary were considered and approved

Voting results: 11 votes in favour, 0 vote against and 0 abstention. This resolution shall be submitted to the general meeting of the Company for consideration.

(2) The Audited 2023 Annual Report was considered and approved

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(3) The Company's Major Tasks for 2024 were considered and approved

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(4) The Resolution on the Appropriation and Write-off of Impairment Provision for 2023 was considered and approved

In 2023, the total amount of provisions for impairment of the Company amounted to RMB4,024,561,100 (2022: RMB1,029,826,300) was newly appropriated or added due to change of consolidation scope, when a total amount of provisions for impairment amounted to RMB822,609,300 (2022: RMB1,600,594,000) was reversed. As at the end of 2023, the total amount of provisions for impairment in asset value of the Company amounted to RMB12,207,370,100, representing an increase of RMB3,201,951,900 compared to the end of the previous year.

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(5) The Proposal on Profit Appropriation for 2023 was considered and approved

Currently, the industry is undergoing an in-depth adjustment, and after comprehensive consideration, the Company will not pay dividend, issue bonus shares, or issue any share capital by way of conversion of capital reserve for the year of 2023.

1. The real estate industry has undergone profound changes. Over the past three years, the external operating environment of the real estate industry saw significant changes, and the current real estate market is still in the midst of adjustment. The Company's sales scale for 2023 declined by 9.8% year-on-year on top of the 33.6% year-on-year decline that had already occurred in 2022. The sales amount of the top 100 real estate enterprises in January to February this year decreased by more than 50% year-on-year, and the significant decline in sales combined with market confidence turbulence significantly increased the uncertainty of the Company's operations.
2. Some investors hope that the Company will retain sufficient funds to cope with market challenges. At present, investors' views on dividends are widely divergent. Debt investors generally hope that the Company will reduce dividends to increase its debt repayment capacity; some equity investors hope that the Company will continue its stable dividend policy, which will be conducive to attracting long-term and stable equity investors; some equity investors hope that the Company will retain sufficient funds to cope with various market extremes and remind the Company of the uncertainty in the current equity financing environment, and suggest the Company not to distribute dividend for the year 2023.

Considering that the current business environment is still full of uncertainties, in order to better safeguard the operational security of the Company, after comprehensive weighing and consulting with the major shareholders, the aforesaid dividend distribution proposal has been formulated. The Company believes that this initiative will help the Company to better survive the industry adjustment period.

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

This resolution shall be submitted to the general meeting of the Company as a special resolution for consideration.

(6) The Internal Control Self-Assessment Report for 2023 was considered and approved

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(7) The Resolution on Reappointment of the Certified Public Accountants for 2024 was considered and approved

To re-appoint KPMG Huazhen LLP to audit the financial statements of the Company for 2024 prepared in accordance with the PRC Accounting Standards for Business Enterprises, prepare an internal control audit report, and review the interim financial statements of the Company for 2024 prepared in accordance with the PRC Accounting Standards for Business Enterprises; to re-appoint KPMG to audit the financial statements of the Company for 2024 prepared in accordance with the International Financial Reporting Standards, and review the interim financial statements of the Company for 2024 prepared in accordance with the International Financial Reporting Standards.

Voting results: 11 votes in favour, 0 vote against and 0 abstention. This resolution shall be submitted to the general meeting of the Company for consideration.

(8) The Resolution on the 2023 Sustainability Report was considered and approved

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(9) The Resolution on the Delegation of Authority to the President to Decide on Matters Relating to Supply Chain Financing Business was considered and approved

It is agreed that in the supply chain financing business, the Company will issue a payment confirmation for the subordinate company's payables to the supplier based on the supplier's financing needs, confirming that the payables to the subordinate company will fulfill the corresponding payment obligations when they become due.

Within authorization period, the amount of the payment confirmation issued by the Company will not exceed 25% of the Company's audited net assets attributable to the shareholders of the parent company for the previous year, i.e. RMB62.696 billion.

It is agreed that the President of the Company is authorized to make specific decisions on the above matters requiring the issuance of a payment confirmation by the Company and to sign the relevant documents, as well as to build and iterate on the corresponding risk control measures. The authorization is valid from the date of consideration and approval by the Board at this Meeting until the date of convention of 2024 annual board meeting.

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(10) Resolution on Amending the System of Independent Directors was considered and approved

The Company revised System of Independent Directors according to Measures for the Administration of Independent Directors of Listed Companies formulated by China Securities Regulatory Commission. The revised full text of the System of Independent Directors could be viewed in the circular of 2023 annual general meeting of the Company to be disclosed later.

Voting results: 11 votes in favour, 0 vote against and 0 abstention. This resolution shall be submitted to the general meeting of the Company for consideration.

(11) Resolution on Increasing the Duties of the Audit Committee was considered and approved

The Board agreed to add more risk management duties to the duties of audit committee in Clause 8 of Implementation Rules of the Audit Committee of the Board of Directors.

The full content of amended Implementation Rules of the Audit Committee of the Board of Directors can be viewed on the HKExnews website of The Stock Exchange of Hong Kong Limited on the same day.

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(12) Resolution on Proposing to the General Meeting to Grant a General Mandate to the Board to Issue H Shares of the Company was considered and approved

I. The General Mandate

For the purpose of making use of market opportunities, it is proposed to the 2023 annual general meeting of the Company (“**AGM**”) to grant full authorisation to the Board to authorise its approved person(s), or the delegated person(s) of such approved person(s), to handle relevant matters of the issuance of shares under this resolution, within the framework and principle as considered by the AGM, including but not limited to:

- (1) Subject to market conditions and the needs of the Company, separately or concurrently issue, allot and/or deal with new H shares of the Company (“**H Shares**”) during the Relevant Period (as defined below) and to make or grant offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers;
- (2) Approve the number of new H Shares to be allotted or agreed conditionally or unconditionally to be allotted (including but not limited to options such as ordinary shares, warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into shares) shall not exceed 20% of the H Shares as at the date of the passing of this resolution at the AGM.

- (3) Approve the issue price of the H Shares to be allotted or agreed conditionally or unconditionally to be allotted shall be at a discount (if any) of not more than 20% to the benchmark price of the securities;

The above-mentioned benchmark price means the price which is the higher of:

1. the closing price of H Shares on the date of the relevant placing agreement or other agreements involving the proposed issue of H Shares under the general mandate; or
 2. the average closing price of H Shares for the 5 trading days immediately prior to the earliest of:
 - a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issuance of H Shares under the general mandate;
 - b) the date of the placing agreement or other agreement involving the proposed issuance of H Shares under the general mandate;
 - c) the date on which the placing or subscription issue price is determined.
- (4) Determine and implement detailed issuance plan for the above-mentioned general mandate, including but not limited to the new shares pricing mechanism and/or issuance price (including price range), the issuance method, number of new shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot new shares to the existing Shareholders;
 - (5) Engage the services of professional advisers for issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance; review, approve and execute, on behalf of the Company, agreements related to issuance, including but not limited to placing or underwriting agreements and engagement agreements of professional advisers;
 - (6) Review, approve and execute, on behalf of the Company, statutory documents in relation to issuance to be submitted to relevant regulatory authorities. To carry out approval procedures required by the regulatory authorities and the place in which the Company is listed, and to complete all necessary filings, registrations and records with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);
 - (7) As required by relevant government authorities, regulatory authorities and the securities stock exchange(s) etc., amend the agreements and statutory documents referred to in item no. (5) and (6) above;

- (8) Approve the increase of registered capital of the Company after share issuance, and to make corresponding amendments to the Articles of Association relating to total share capital and shareholding structure, etc..

II. Validity of the General Mandate

Except that the offers, agreements, or options have been made or granted during the Relevant Period in relation to the issuance of H Shares, which might require further proceeding or implementation after the end of the Relevant Period, the exercise of the authorisations referred to above shall be within the Relevant Period.

“Relevant Period” means the period from the passing of this resolution as a special resolution at the AGM until whichever is the earliest of the following three dates:

- (1) the expiration of the 12-month period following the passing of this resolution at the AGM;
- (2) the conclusion of the 2024 annual general meeting of the Company; or
- (3) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting.

Exercise of the authorisations granted under the above-mentioned general mandate by the Board and person approved by the Board or his/her delegated person(s) shall be in its sole discretion and is subject to the Company Law of the People’s Republic of China and the relevant requirements of the Listing Rules (as amended from time to time), as well as all necessary approvals of the China Securities Regulatory Commission and/or other relevant authorities of the PRC.

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

This resolution shall be submitted to the general meeting of the Company for consideration.

(13) The Resolution on the Proposal to a General Meeting for Authorizing the Company and its Majority-owned Subsidiaries to Provide Financial Assistance to Third Parties was considered and approved

In view that project company model is commonly used in the real estate development, generally, registered capital of such project company is unable to cover the capital for projects' operating needs, therefore, short term investment (loan) from shareholder(s) of the project company is necessary. In order to provide capital required for the operations and development of project companies, enhancement of efficiency in decision-making, acceleration on construction projects progress and generation of greater return to shareholders, the Board would propose in the 2023 annual general meeting of the Company that authorization would be re-approved for the Board (or its designated person(s)) in the decision-making of the provision of financial assistance to third parties by the Company and its majority-owned subsidiaries arrangement at a specified amount in accordance with abovementioned rules. Details of the authorization are as follows:

1. The resolution relating to the consideration of financial assistance hereto refers to the acts of the Company and its majority-owned subsidiaries to provide funds or entrusted loans to third parties with or without considerations, and the target receiving such financial assistance shall be an unconsolidated project company or a project company with no more than 50% of equity interest attributable to the Company, or a majority-owned subsidiary established by the Company and its related parties through investment. However, the directors, supervisors, senior management, shareholder(s) who hold 5% or more equity interest, de facto controller and their controlled entities or other organizations of the Company shall not receive such financial assistance;
2. The target receiving such financial assistance shall be engaged in principal business that is real estate development only. The capital of financial assistance shall only be applied to the target's principal business. The target's debt-asset ratio in the latest audit may exceed 70%;
3. The Company shall provide financial assistance to the target that is proportionate to its capital contribution, i.e. other shareholders or any cooperating parties of the target which accept the financial assistance shall also provide financial assistance proportionate to their capital contributions under similar conditions, such as the amount and term of financing, interest rates, and liability for breach of contract and guarantee measures, etc;
4. The newly added total amount of the authorized financing shall not exceed 50% of the Company's latest audited net equity attributable to the equity shareholders of the Company, i.e. RMB125.392 billion. The newly added amount of financing to a single project company shall not exceed 10% of the Company's latest audited net equity attributable to the equity shareholders of the Company, i.e. RMB25.078 billion. Within the limit, the fund could be used on rolling basis, though, the total amount of newly added financial assistance at any moment cannot exceed the total amount authorized by 2023 annual general meeting of the Company;

5. Sources of financial assistance shall be internal resources and self-financing of the Company;
6. To enhance decision-making efficiency, the Board would propose in the Company's general meeting that decision be made on financial assistance matters in compliance with the aforementioned conditions. Upon receiving the authorization in the general meeting, the Board shall further authorize the Company's President to make relevant decision;
7. The above authorization shall be in force from the day of approval of the resolution in the Company's 2023 annual general meeting to the date of the Company's 2024 annual general meeting.

Voting results: 11 votes in favour, 0 vote against and 0 abstention. This resolution shall be submitted to the general meeting of the Company for consideration.

(14) The Resolution on the Proposal to General Meeting for Authorizing the Company and its Majority-owned Subsidiaries to Provide Guarantee was considered and approved

Pursuant to the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (2023 Amendment) and Shenzhen Stock Exchange Self-Regulatory Guidelines No. 1 – Standard Operation of Listed Companies on the Main Board, promulgated and implemented by the Shenzhen Stock Exchange in 2023, listed companies which engage in real estate business can obtain certain authorization regarding provision of guarantee to its majority-owned subsidiaries which operate real estate development projects.

In order to promote the development of business, provide funds required by project companies consolidated in financial statements, ensure construction progress of projects consistent with operational plan of the Company, and enhance return to shareholders, the Board would propose in the 2023 annual general meeting of the Company that authorization would be approved for the Board (or its designated person (s)) in the decision-making on the arrangements for the provision of guarantee by the Company and its majority-owned subsidiaries within a specified amount, in accordance with abovementioned rules. Details of the authorization are as follows:

1. The Company and its majority-owned subsidiaries provides guarantee to other companies

The Company shall provide guarantee to other majority-owned subsidiaries, and majority-owned subsidiaries provide guarantee to the Company and other majority-owned subsidiaries on its facility business with banks and other financial institutions, with a total newly added amount not exceeding RMB150 billion within the validity period.

Among abovementioned, the newly added amount of guarantee to be provided to companies with the latest debt to asset ratio exceeding 70%, shall not exceed RMB130 billion, and for companies with the latest debt to asset ratio less than 70%, shall not exceed RMB20 billion.

In principle, other shareholders of the guarantees shall provide risk control measures such as equivalent guarantee or counter-guarantee in proportion to their capital contributions. If the shareholder fails to provide the same guarantee and other risk control measures in proportion to their capital contributions, the Company shall disclose the main reasons and, on the basis of analyzing the operating conditions and debt repayment ability of the guarantees, fully explain whether the risk of the guarantee is controllable and whether it damage the interests of the Company.

The guaranteed controlling subsidiaries cannot be related parties of key personnel, which include shareholders holding more than 5% of Vanke's shares, as well as directors, supervisors or senior management of the Company.

2. The accumulated amount guarantee to third parties and guarantee overdue

The balance of amount guaranteed by the Company was RMB27.285 billion as of 29 February 2024, which accounted for 10.88% of the audited net assets attributable to equity shareholders of the Company. Among which, the balance of amount of guarantee provided by the Company and its majority-owned subsidiaries to other majority-owned subsidiaries and joint venture companies was RMB27.089 billion and RMB196 million respectively.

All guarantees provided by the Company are in compliance with relevant laws and regulations, the approval procedures of general meeting in Articles of Association and relevant provisions. No overdue guarantee is observed.

3. Delegation and validity period of the authorization

In order to enhance the efficiency of decision-making, the Board has agreed to propose in the general meeting that authorization would be given to the Board in the decision making of guarantee items which meet abovementioned conditions, and the Board, in parallel with obtaining the authorization of general meeting, would further delegate the President of the Company:

1. to decide on the guarantees to third parties with a single guarantee amount of less than RMB12.5 billion (5% of the net equity attributable to the equity shareholders of the Company);
2. to make timely disclosure of every guarantee to third parties according to relevant rules of the stock exchange(s).

The validity period of authorization from the general meeting to the Board and the delegation of such authorization by the Board to the president of the Company will be from the date of resolution of 2023 AGM to the date of resolution of 2024 AGM.

Voting results: 11 votes in favour, 0 vote against and 0 abstention. This resolution shall be submitted to the general meeting of the Company for consideration.

(15) Resolution on the Proposal to the Board for Authorizing the President of the Company to secure assets was considered and approved

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

(16) Resolutions on Convening of the 2023 AGM was considered and approved

The 2023 AGM will be held by the Company on Tuesday, 30 April 2024. The notice, circular and proxy form of the AGM will be announced separately.

Voting results: 11 votes in favour, 0 vote against and 0 abstention.

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

Shenzhen, the PRC, 28 March 2024

As at the date of this announcement, the Board of the Company 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 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.

* For identification purpose only