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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)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES;
AND
(3) APPOINTMENT OF ALTERNATE DIRECTOR**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Vanke Overseas Investment Holding Company Limited (the “**Company**”) announces that Ms. Law Chi Yin, Cynthia (“**Ms. Law**”) has resigned as an independent non-executive Director with effect from 23 May 2024 in contemplation that she would have served the Company more than 9 years. Accordingly, Ms. Law will also cease to be the chairman of the nomination committee of the Company (“**Nomination Committee**”) and a member of the audit committee of the Company (“**Audit Committee**”) with effect from 23 May 2024.

Ms. Law has confirmed that she has no disagreement with the Board and she is not aware of any matter in relation to her 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 INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Ching Hiu Yuen (“**Mr. Ching**”) has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee with effect from 23 May 2024.

Mr. Ching, aged 57, has over 20 years of professional experience in investment management, investment banking and corporate banking with China focus. Mr. Ching is currently a senior managing director in CITIC Capital Holdings Limited (“**CITIC Capital**”), a managing partner and a co-head of CITIC Capital Real Estate Group. Prior to joining CITIC Capital, he has worked in the HSBC Group from 1998 to 1999, Societe Generale Asia (Hong Kong and Shanghai) from 1996 to 1998, and Industrial Bank of Japan (Hong Kong Branch) from 1994 to 1996.

Mr. Ching received a bachelor degree of arts in accounting from the University of West Florida in 1990, and a master degree of science in finance from Temple University in 1994. He also received a diploma in Chinese laws from Peking University in 2000.

As at the date of this announcement, Mr. Ching 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 thereafter 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 term of appointment, Mr. Ching 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 independent non-executive Director and the prevailing market rates. Such remuneration is subject to review by the Remuneration Committee and the Board from time to time.

As at the date of this announcement, Mr. Ching holds 12,000 shares in Onewo Inc., a company listed on the Stock Exchange (stock code: 2602) and an associated corporation 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**"). In addition, as at the date of this announcement, the spouse of Mr. Ching holds 374,000 shares in the Company. Therefore, Mr. Ching is taken to be interested in 374,000 shares in the Company within the meaning of Part XV of the SFO. Save as disclosed above and as of the date of this announcement, Mr. Ching confirms that he (i) does not hold any position in the Group; (ii) does not have any other relationships with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or other major appointments and professional qualifications; and (iv) does not have nor is deemed to have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Ching has confirmed that he fulfils the independence requirements under Rule 3.13 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and is not aware of any other circumstances that will undermine his independence to act as an independent non-executive Director.

Save as disclosed above and as of the date of this announcement, the Board is not aware of any other information relating to the appointment of Mr. Ching that needs to be brought to the attention of the Shareholders, and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

As a result of the resignation of Ms. Law, she will cease to act as the chairman of the Nomination Committee and a member of the Audit Committee, and Mr. Ching will be appointed as the chairman of the Nomination Committee and a member of the Audit Committee with effect from 23 May 2024.

The Board would like to take this opportunity to express its gratitude to Ms. Law for her contribution to the Company during the tenure of her service and extend its warm welcome to Mr. Ching in joining the Board.

APPOINTMENT OF AN ALTERNATE DIRECTOR

The Board also announces that Ms. Yip Hoi Man (“**Ms. Yip**”), the chief executive officer of the Company and an executive Director, has been appointed as an alternate Director to Mr. Sun Jia (the “**Alternate Director**”), the chairman of the Company and an executive Director with effect from 23 May 2024. The biographical details of Ms. Yip are set out below pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Yip, aged 41, has been the chief executive officer of the Company, an executive Director and a member of the Remuneration Committee since 1 August 2023. Ms. Yip joined Vanke Property (Hong Kong) Company Limited (“**VPHK**”, an intermediate holding company of the Company) in 2014 and has been responsible for the finance, taxation and internal control related matters. Since December 2017, Ms. Yip has successively held the positions of Financial Controller, Chief Financial Officer and Company Secretary of the Company. She is currently the Chief Partner of the Overseas Business Unit of China Vanke Co., Ltd. (“**China Vanke**”, the controlling shareholder of the Company and a company whose H shares are listed on the Stock Exchange (stock code: 2202) and A shares are listed on the Shenzhen Stock Exchange (stock code: 000002)), and also the managing director of VPHK. She is currently a director of various subsidiaries of the Company and various subsidiaries of China Vanke.

Prior to joining VPHK, Ms. Yip worked at Deloitte Touche Tohmatsu for 9 years. Ms. Yip graduated with a bachelor’s degree in business administration in accounting and finance in 2004 from the University of Hong Kong. Ms. Yip is a member of the Hong Kong Institute of Certified Public Accountants.

As at the date of this announcement, Ms. Yip has entered into a letter of appointment with the Company in respect of her office as an executive Director for a term of three years commencing from 1 August 2023, further details of which is available in the announcement of the Company dated 1 August 2023. There is no service contract or letter of appointment between the Company and Ms. Yip for her role as the Alternate Director, nor is her appointment as the Alternate Director subject to a fixed length of service. Ms. Yip will cease as the Alternate Director if (i) she is removed by her appointor, Mr. Sun Jia, or the latter ceases to be a Director; or (ii) she ceases to be a Director. Ms. Yip is not entitled to receive any remuneration from the Company in respect of her role as the Alternate Director.

As at the date of this announcement, Ms. Yip was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Yip 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 her appointment and does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. Ms. Yip 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 Listing Rules.

By order of the Board
**VANKE OVERSEAS INVESTMENT HOLDING
COMPANY LIMITED**
Yip Hoi Man
Executive Director and Chief Executive Officer

Hong Kong, 23 May 2024

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

Executive Directors:

Mr. Sun Jia (Chairman), Ms. Yip Hoi Man (Chief Executive Officer), Mr. Ding Changfeng

Non-Executive Director:

Ms. Han Huihua

Independent Non-Executive Directors (in alphabetical order):

Mr. Ching Hiu Yuen, Mr. Choi Fan Wai, Mr. Zhang Anzhi