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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vanke Overseas Investment Holding Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Vanke Overseas Investment Holding Company Limited to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 14 June 2024 at 11:30 a.m., is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Hong Kong, 23 May 2024

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 14 June 2024 at 11:30 a.m.;
“Articles of Association”	the existing amended and restated articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“China Vanke”	China Vanke Co., Ltd., a joint stock company incorporated in the PRC and the issued A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000002) and the issued H shares of which are listed on the Stock Exchange (stock code: 2202), which is also the ultimate holding company of the Company;
“Company”	Vanke Overseas Investment Holding Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Executive Director(s)”	executive director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“INED(s)”	independent non-executive director(s) of the Company;
“Latest Practicable Date”	17 May 2024, being the latest practicable date for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Memorandum and Articles of Association”	the existing amended and restated memorandum of association of the Company and the Articles of Association;
“NED(s)”	non-executive director(s) of the Company;
“new Memorandum and Articles of Association”	the new Memorandum and Articles of Association incorporating the Proposed Amendments and proposed to be adopted by the Shareholders at the AGM;
“Notice of AGM”	the notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular;
“PRC”	the People’s Republic of China;
“Proposed Amendments”	the proposed amendments to the Articles of Association set out in Appendix III to this circular;
“Proposed Final Dividend”	a final dividend of HK\$0.06 per share for the year ended 31 December 2023 proposed by the Board to be declared and paid to the Shareholders;
“Retiring Directors”	the Directors retiring and offering themselves for reelection at the AGM in accordance with the Articles of Association, namely, Mr. Sun Jia, Ms. Yip Hoi Man, Ms. Han Huihua, Mr. Zhang Anzhi, Mr. Choi Fan Wai and Mr. Ching Hiu Yuen;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction;

DEFINITIONS

“Share Issuance Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of issued Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time; and
“%”	per cent.

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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)

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:

Mr. Ching Hiu Yuen

Mr. Choi Fan Wai

Mr. Zhang Anzhi

Registered Office:

P.O. Box 309,

Ugland House,

Grand Cayman,

KY1-1104,

Cayman Islands

Place of Business in Hong Kong

Room A, 43/F, Bank of China Tower,

1 Garden Road,

Central, Hong Kong

Hong Kong, 23 May 2024

To the Shareholders

Dear Sir/ Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to, inter alia, the proposed granting of general mandates to the Directors to issue and repurchase Shares and the proposed re-election of the Retiring Directors and to give you the Notice of AGM.

LETTER FROM THE BOARD

By ordinary resolutions of the Shareholders passed on 16 June 2023, general mandates were granted to the Directors (i) to repurchase issued and fully paid up Shares representing up to 10% of the issued share capital of the Company as at 16 June 2023; and (ii) to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at 16 June 2023, and to extend such general mandate so granted to the Directors by adding to it the number of any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at 16 June 2023. These general mandates will expire at the conclusion of the AGM. It is therefore proposed to seek your approval at the AGM to grant fresh general mandates to the Directors to exercise the above powers.

2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the Share Issuance Mandate.

The Share Issuance Mandate is valid from the date of passing the relevant resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 389,527,932. Accordingly, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot or otherwise deal with additional 77,905,586 Shares assuming no further Shares are issued or repurchased prior to the AGM.

3. GENERAL MANDATE TO REPURCHASE SHARES

Subject to the applicable laws and regulations of the Cayman Islands, the Takeovers Code and the Listing Rules, the Company is allowed to repurchase its own issued securities. The Articles of Association also enable such securities repurchases to be made.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the Share Repurchase Mandate.

The Share Repurchase Mandate is valid from the date of passing the relevant resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or

LETTER FROM THE BOARD

- (iii) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 389,527,932. Accordingly, the exercise of the Share Repurchase Mandate in full would enable the Company to repurchase 38,952,793 Shares assuming no further Shares are issued or repurchased prior to the AGM.

Further information relating to the Share Repurchase Mandate as required under the Listing Rules are set out in Appendix I to this circular.

4. EXTENSION OF THE SHARE ISSUANCE MANDATE

Conditional on the passing of the resolutions granting the Share Issuance Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the extension of the Share Issuance Mandate by adding the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued pursuant to the Share Issuance Mandate the number of Shares repurchased under the Share Repurchase Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 99 of the Articles of Association, Ms. Yip Hoi Man, Ms. Han Huihua and Mr. Ching Hiu Yuen are due to retire from the Board and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to Article 116 of the Articles of Association, Mr. Sun Jia, Mr. Zhang Anzhi and Mr. Choi Fan Wai are due to retire by rotation from the Board and, being eligible, will offer themselves for re-election at the AGM.

Recommendation to the Board for the proposal for re-election of Mr. Sun Jia and Ms. Yip Hoi Man as executive Directors, Ms. Han Huihua as NED and Mr. Zhang Anzhi, Mr. Choi Fan Wai and Mr. Ching Hiu Yuen as INEDs, was made by the Nomination Committee of the Board, in accordance with the Company's nomination policy and objective criteria (including but not limited to gender, age, ethnicity, years of work experience, and professional experience), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. The Board has also taken into account the contributions of the above Directors eligible for re-election and their commitment to their roles.

Furthermore, the Board has also assessed the independence of each of Mr. Zhang Anzhi, Mr. Choi Fan Wai and Mr. Ching Hiu Yuen, the INEDs eligible for re-election at the AGM, by reference to the guidelines on independence as set out in rule 3.13 of the Listing Rules and received a confirmation from each of Mr. Zhang Anzhi, Mr. Choi Fan Wai and Mr. Ching Hiu Yuen in respect of their independence, and was satisfied with their independence and believes they are independent. In view of their work and professional experience as set out in Appendix II to this circular, the Board believes that each of Mr. Zhang Anzhi, Mr. Choi Fan Wai and Mr. Ching Hiu Yuen will be able to complement the Board with their perspectives, skills and experience and contribute to diversity to the Board.

LETTER FROM THE BOARD

In view of the above, the Board believes that the re-election of the Directors above as Directors is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the re-election of the retiring Directors to the Shareholders.

The biographical details of each of the directors standing for re-election are set out in Appendix II to this circular.

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

To bring the Articles of Association in line with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023, a special resolution will be proposed at the AGM for the Proposed Amendments to the Articles of Association and to adopt the new Memorandum and Articles of Association.

The Proposed Amendments to the Articles of Association and the adoption of the new Memorandum and Articles of Association are subject to the Shareholders' approval at the AGM and will become effective upon approval by the Shareholders. Details of the Proposed Amendments are set out in Appendix III to this circular. Save for the Proposed Amendments, other provisions in the Articles of Association will remain unchanged.

The Proposed Amendments were prepared in the English language. The Chinese translation of the new Memorandum and Articles of Association is for reference only. In the case of any discrepancy or inconsistency between the English and the Chinese version, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and the Cayman Island laws have respectively confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Directors have also confirmed that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

7. CLOSURE OF REGISTER OF MEMBERS

(a) For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Friday, 14 June 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 7 June 2024.

LETTER FROM THE BOARD

(b) For determining the entitlement to the Proposed Final Dividend

The Proposed Final Dividend is subject to the approval of the Shareholders at the AGM. For determining the entitlement to the Proposed Final Dividend, the register of members of the Company will also be closed on Thursday, 20 June 2024, on which no transfer of Shares will be registered. In order to qualify for entitlement to the Proposed Final Dividend, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 19 June 2024.

Subject to approval by the Shareholders at the AGM, the Proposed Final Dividend is payable on Tuesday, 2 July 2024 and the record date for entitlement to the Proposed Final Dividend is Thursday, 20 June 2024.

8. ANNUAL GENERAL MEETING

The AGM will be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 14 June 2024 at 11:30 a.m. The Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. Resolutions in respect of, amongst others, the Share Issuance Mandate and the extension thereof, the Share Repurchase Mandate and the re-election of the Retiring Directors as referred to above will be proposed at the AGM.

9. PROXY ARRANGEMENT

A form of proxy for use in connection with the AGM is enclosed with this circular and is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://vankeoverseas.com>). In order to be valid, the form of proxy must be completed and returned to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM should you so wish.

10. VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, and hence the chairman of the AGM will demand for a poll for all resolutions put forward at the AGM.

LETTER FROM THE BOARD

11. RECOMMENDATION

The Directors consider that the resolutions set out in the Notice of AGM, including the proposed renewal of the Share Issuance Mandate and the extension thereof, the proposed renewal of the Share Repurchase Mandate, the proposed re-election of the Retiring Directors and the Proposed Amendments to the Articles of Association and adoption of the new Memorandum and Articles of Association are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Vanke Overseas Investment Holding Company Limited
Sun Jia
Chairman and Executive Director

The following is the explanatory statement required to be sent to Shareholders under Rule 10.06(1)(b) of the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the AGM.

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(A) PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at the Latest Practicable Date, the number of Shares in issue was 389,527,932. Accordingly, on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate) would enable the Company to repurchase 38,952,793 Shares during the period from the date of the passing of the resolution to approve the Share Repurchase Mandate until the date of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

(B) REASON FOR REPURCHASES

Directors consider that such repurchases, if made, will increase the long-term investment value of the Company's Shares to maintain the interests of the investors and enhance the investors' confidence, based on the high recognition of the Company's value and confidence in the Company's future development. Directors are seeking the grant of a general mandate to repurchase Shares to give the Company flexibility to do so if and when appropriate. The repurchase will depend on market conditions and funding arrangements at the time and only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

(C) FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the Takeovers Code and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to sell any of the Shares held by them in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

(E) UNDERTAKING

The Directors confirm that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the repurchase proposal has any unusual features.

(F) IMPLICATION UNDER TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following persons had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO (the "**Register**"):

Name of substantial shareholder	Long position/ short position	Capacity of interest	Number of interested Shares	% of the issued share capital of the Company
China Vanke <i>(Note 1)</i>	Long position	Held by controlled corporations	292,145,949	75.00%
CITIC Securities Company Limited <i>(Note 2)</i>	Long position	Held by controlled corporations	30,080,000	7.72%

Notes:

- (i) As recorded in the Register, China Vanke was interested in 292,145,949 Shares held by Wkland Investments Company Limited as at the Latest Practicable Date. Wkland Investments Company Limited is a direct wholly-owned subsidiary of Wkland Limited. Wkland Limited is a direct wholly-owned subsidiary of Vanke Property (Hong Kong) Company Limited. Vanke Property (Hong Kong) Company Limited is a direct wholly-owned subsidiary of Shanghai Vanke Enterprise Company Limited. Shanghai Vanke Enterprise Company Limited is a direct wholly-owned subsidiary of Shanghai Vanke Investment and Management Company Limited. Shanghai Vanke Investment and Management Company Limited is a direct wholly-owned subsidiary of China Vanke.

- (ii) As recorded in the Register, the 30,080,000 Shares are held by CSI Capital Management Limited, which is an indirect wholly-owned subsidiary of CITIC Securities International Company Limited, which in turn is a wholly-owned subsidiary of CITIC Securities Company Limited.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate to be proposed at the AGM and on the assumption that there is no change in the issued share capital of the Company at the AGM, the percentage shareholding of the abovementioned Shareholders in the Company would be increased as follows:

Name of substantial shareholder	Approximate effective interest
China Vanke	83.33%
CITIC Securities Company Limited	8.58%

Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Share Repurchase Mandate.

However, a repurchase of the Shares pursuant to the Share Repurchase Mandate may result in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares (25% as prescribed by Rule 8.08(1)(a) of the Listing Rules) then in issue. In such event, the repurchase cannot be implemented unless a waiver is granted by the Stock Exchange from strict compliance requirements regarding the public float under Rule 8.08 of the Listing Rules.

(G) SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

(H) SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous twelve months before the printing of this circular were as follows:

		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023	June	1.89	1.67
	July	2.15	1.70
	August	1.91	1.62
	September	1.80	1.44
	October	1.53	1.36
	November	1.40	1.27
	December	1.36	1.14
	2024	January	1.39
February		1.46	1.32
March		1.60	1.27
April		1.52	1.14
May (up to the Latest Practicable Date)		1.45	1.31

The following are the particulars of the Retiring Directors as required to be disclosed under the Listing Rules:

MR. SUN JIA

Mr. Sun Jia, aged 46, is the Chairman, an Executive Director and a member of the Nomination Committee of the Company.

Mr. Sun was first appointed an Executive Director and the Chairman of the Company for a term of three years commencing on 23 November 2021. His appointment may be terminated by either side on no less than two months' notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Sun is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his workload, responsibilities and contribution to the Company and the Company's remuneration policies.

Mr. Sun joined China Vanke Co., Ltd. ("**China Vanke**"), a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 2202) and a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance, 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. In May 2019, he was appointed as the Chief Partner and Chief Executive Officer of Southern Regional Business Group, and Chief Partner of Shenzhen Vanke of China Vanke. He is currently the Chief Partner and Managing Director of the Commercial Business Group of China Vanke. Save as disclosed herein, Mr. Sun does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and he has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Sun was not interested in any Shares, but his spouse was interested in 5,800 A shares in the share capital 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.

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 or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MS. YIP HOI MAN

Ms. Yip Hoi Man, aged 41, is an Executive Director, the Chief Executive Officer of the Company, a member of the Remuneration Committee of the Company and a director of certain subsidiaries of the Group.

Ms. Yip was first appointed as an Executive Director of the Company for a term of three years commencing on 1 August 2023. Her appointment may be terminated by either side on no less than two months' notice. Her directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Yip is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to her workload, responsibilities and contribution to the Company and the Company's remuneration policies.

Ms. Yip joined Vanke Property (Hong Kong) Company Limited ("VPHK") in January 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, and also the managing director of VPHK. She is currently a director of various subsidiaries of the Company and various subsidiaries of China Vanke. Save as disclosed herein, Ms. Yip does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and she has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Ms. Yip was not interested in any Shares within the meaning of Part XV of the SFO.

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 June 2004 from the University of Hong Kong. Ms. Yip is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, 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) of the Listing Rules in connection with her re-election.

MS. HAN HUIHUA

Ms. Han Huihua, aged 41, is a NED.

Ms. Han was first appointed as a NED of the Company for a term of three years commencing on 1 August 2023. Her appointment may be terminated by either side on no less than two months' notice. Her directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Han is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to her workload, responsibilities and contribution to the Company and the Company's remuneration policies.

Ms. Han joined China Vanke in March 2008, and successively held positions of business manager, assistant general manager and vice general manager of finance and internal control department, and central partner of financial management functions in the management center of China Vanke. Ms. Han has

been serving as the Executive Vice President and the head of finance of China Vanke since March 2020. Currently, she also serves as a shareholder representative supervisor of Onewo Inc. (a company listed on the Stock Exchange, stock code: 2602). Save as disclosed herein, Ms. Han does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and she has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Ms. Han is not interested in any Shares of the Company within the meaning of Part XV of the SFO, but she was interested in 141,000 A shares in China Vanke, an associated corporation of the Company.

Ms. Han graduated from the University of Science and Technology of China with a bachelor's degree in administration in 2003, and Jiangxi University of Finance and Economics with a master's degree in administration (majoring in accounting) in 2008. Ms. Han is a non-practising member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Ms. Han 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) of the Listing Rules in connection with her re-election.

MR. ZHANG ANZHI

Mr. Zhang Anzhi, aged 52, is an INED, the chairman of the Remuneration Committee, a member of the Nomination Committee and a member of the Audit Committee of the Company.

Mr. Zhang was first appointed an INED for a term of three years commencing from 1 March 2019. His appointment may be terminated by either side on no less than two months' notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Zhang is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his workload, responsibilities and contribution to the Company and the Company's remuneration policies plus allowances for attending meetings.

Mr. Zhang does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Zhang was not interested in any Shares within the meaning of Part XV of the SFO. He has not held any directorship in other listed companies in the past three years.

Mr. Zhang has extensive experience in investment banking, corporate finance, investment and general management. Mr. Zhang worked at Deutsche Bank Aktiengesellschaft from 2009 to 2018, during which period he served in various management positions and his last position was managing director and vice chairman of Greater China Corporate Finance. Prior to that, he worked at Merrill Lynch (Asia Pacific) Limited from 2004 to 2009 and his last position was director and Head of Corporate Finance China. Before joining Merrill Lynch, Mr. Zhang worked at J.P. Morgan plc and The Hongkong and Shanghai Banking Corporation Limited as an investment banker.

Save as disclosed above, Mr. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MR. CHOI FAN WAI

Mr. Choi Fan Wai, aged 54, is an INED, the chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Choi was first appointed an INED for a term of three years commencing on 26 May 2021. His appointment may be terminated by either side on no less than two months' notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Choi is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his duties and responsibilities to the Company as an INED and the Company's remuneration policies plus allowances for attending meetings.

Mr. Choi does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Choi was not interested in any Shares within the meaning of Part XV of the SFO. He has not held any directorship in other listed companies in the past three years.

Mr. Choi has more than 30 years of experience in the audit and financial services industry. Mr. Choi worked for Deloitte Touche Tohmatsu since January 1998 and was admitted as a partner of Deloitte Touche Tohmatsu in June 2005 until December 2006. Mr. Choi has also profound professional experience in asset management services, including through his prior work at JP Morgan Asset Management, a subsidiary of JP Morgan Chase & Co. (a company whose shares are listed on the New York Stock Exchange, ticker symbol: JPM), between 2007 and 2008, Elmore Capital Limited (a formerly licensed corporation under the SFO) which was subsequently restructured to become Wolver Hill Asset Management Asia Limited (a licensed corporation under the SFO), between 2009 and 2017, and Crowe (HK) CPA Limited from 2017 to 2020. Mr. Choi is currently the director, a responsible officer and partner of AIM Capital Consortium Limited (a licensed corporation under the SFO). Mr. Choi Fan Wai graduated from The Hong Kong Polytechnic University with a bachelor's degree of arts in accountancy in 1991. He is currently a fellow member of Hong Kong Institute of Certified Public Accountants and a fellow member of Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Mr. Choi has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MR. CHING HIU YUEN

Mr. Ching Hiu Yuen, aged 57, is an INED, the chairman of the Nomination Committee and a member of the Audit Committee of the Company.

Mr. Ching was first appointed an INED for a term of three years commencing on 23 May 2024. His appointment may be terminated by either side on no less than two months' notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ching is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his duties and responsibilities to the Company as an INED and the Company's remuneration policies plus allowances for attending meetings.

Mr. Ching does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, 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 SFO. In addition, as at the Latest Practicable Date, the spouse of Mr. Ching holds 374,000 Shares in the Company. Therefore, Mr. Ching was taken to be interested in 374,000 Shares in the Company within the meaning of Part XV of the SFO. He has not held any directorship in other listed companies in the past three years.

Mr. Ching 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.

Save as disclosed above, Mr. Ching has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the Proposed Amendments, with the deletions shown in strikethrough and the additions or revisions shown in underline, are as follows:

Article no	Proposed Amendments to the Articles of Association
2	<p>Interpretation</p> <p>The definition of “the Company” in the Articles of Association is proposed to be rearranged, and be placed after the definition of “the Companies Ordinance”. The content of the definition remains unchanged.</p>
2	<p>Interpretation</p> <p>The definition of “the Corporate Communication” is proposed to be added:</p> <p><u>“Corporate Communication” shall have the meaning given to it in the Listing Rules;</u></p>
15	<p>Inspection of share register</p> <p>(c) The register may, on the Company giving at least 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by announcement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by announcement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register of part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is close. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.</p>
28	<p>Notice of call may be published in newspapers</p> <p>In addition to the giving of notice in accordance with <u>Notwithstanding</u> Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published <u>on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by</u> electronic means as herein provided or by advertisement published in the newspapers.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article no	Proposed Amendments to the Articles of Association
44	<p>When transfer books and register may close</p> <p>The registration of transfers may, on 14 days' notice (or on 6 days' notice in the case of a rights issue) being given by advertisement published in the newspapers or by announcement published on the Exchange's website, or subject to in accordance with the Listing Rules, <u>by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided,</u> be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or <u>and</u> the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.</p>
163	<p>Annual report of Directors and balance sheet to be sent to members etc.</p> <p>(b) Printed <u>Copies</u> of those documents to be laid before the members of the Company at an annual general meeting pursuant to paragraph (a) of this Article shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company <u>in the manner in which notices may be served by the Company pursuant to Article 167,</u> provided that the Company shall not be required to send printed copies of those documents to any person who has elected, or is deemed to have elected, to receive those documents by electronic means or to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p> <p>(c) To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of sub-paragraph (b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Directors' report and Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article no	Proposed Amendments to the Articles of Association
167	<p data-bbox="355 251 539 278">Service of notices</p> <p data-bbox="355 325 1393 470">(a) <u>Except as otherwise provided in these Articles, and to the extent permitted by, and in compliance with the requirements of, the Listing Rules, any notice or document (including any Corporate Communication and a share certificate) may be served by the Company or by the Board on any member in any of the following manner:</u></p> <p data-bbox="432 512 1393 580">(i) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p data-bbox="432 623 1393 1215">(ii) <u>any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail, or such other means permitted by and in compliance with, to the extent permitted by the Listing Rules and all applicable laws and regulations), by electronic means, including but not limited to email address or website supplied by the member to the Company or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company’s website or web pages, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company or the Board must first have received from the relevant member (a) an express positive confirmation in writing or (b) the member’s deemed consent in the manner prescribed under the Listing Rules that the member wants to receive or to have made available to him such notice or document by the electronic means that the Company or the Board have suggested or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules;</u></p> <p data-bbox="432 1257 1393 1325">(iii) <u>by electronic means by transmitting it to any electronic mail number or address or website supplied by the member to the Company;</u></p> <p data-bbox="432 1368 1393 1436">(iv) <u>by posting such notice or document on the Company’s website and the Exchange’s website; or</u></p> <p data-bbox="432 1478 1393 1547">(v) <u>(in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u></p> <p data-bbox="432 1598 1393 1666">In the case of joint holders of a share, all notices shall be given alone to that joint holder first named in the register and notice so given shall be sufficient notice to all the joint holders.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article no	Proposed Amendments to the Articles of Association
168	<p>Members out of Hong Kong</p> <p>A member shall be entitled to have notice served on him at any address within Hong Kong. The Company shall give notice sufficient to enable members, whose registered addresses are in Hong Kong, to exercise their rights or comply with the terms of the notice. Any member who has not given an express positive confirmation in writing to the Company or is not deemed to have given an express confirmation in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the principal office of the Company and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong. <u>Intentionally omitted.</u></p>
169	<p>When notice by post deemed to be served</p> <p>Any notice or document, <u>including any Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) <u>sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the letter, envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u></p> <p>(c) <u>given by electronic means as provided in these Articles shall be deemed to have been served or delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being posted on the Company's website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u></p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article no	Proposed Amendments to the Articles of Association
	<p>(e) Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served or delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p> <p><u>A certificate in writing signed by the Secretary or other person appointed by the Board that the notice or document has been sent or made available in accordance with such arrangement shall be conclusive evidence thereof.</u></p>

vanke

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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Vanke Overseas Investment Holding Company Limited (the “**Company**”) will be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 14 June 2024 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2023;
2. To declare a final dividend of HK\$0.06 per share for the year ended 31 December 2023;
3. To re-elect Mr. Sun Jia as an executive director;
4. To re-elect Ms. Yip Hoi Man as an executive director;
5. To re-elect Ms. Han Huihua as a non-executive director;
6. To re-elect Mr. Zhang Anzhi as an independent non-executive director;
7. To re-elect Mr. Choi Fan Wai as an independent non-executive director;
8. To re-elect Mr. Ching Hiu Yuen as an independent non-executive director;
9. To re-appoint KPMG as the Company’s auditor for the financial year of 2024 and to authorise the board of directors of the Company to determine its remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

10. **“THAT:**
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above otherwise than pursuant to (aa) a Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or are convertible into shares of the Company; or (cc) the exercise of subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares in the capital of the Company; or (dd) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's articles of association from time to time, shall not exceed 20% of the total aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company's articles of association to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

NOTICE OF AGM

11. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of the ordinary share capital of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s articles of association to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

12. **“THAT** subject to the passing of the ordinary resolutions numbered 10 and 11 as set out in the notice convening this meeting, the general mandate referred to in Resolution No. 10 above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company since the granting of the general mandate referred to in Resolution No. 11 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

NOTICE OF AGM

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

13. **“THAT:**

- (a) the Proposed Amendments to the existing articles of association of the Company, the details of which are set out in the Appendix III to the circular of the Company dated 23 May 2024 (the “**Circular**”), be and are hereby approved;
- (b) the new amended and restated memorandum and articles of association of the Company (the “**new Memorandum and Articles of Association**”), which contains all the Proposed Amendments (as defined in the Circular) and a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any executive director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the new Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

NOTICE OF AGM

Notes:

- (i) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney of authority, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 7 June 2024.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2023, the register of members of the Company will also be closed on Thursday, 20 June 2024, on which no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 19 June 2024. Subject to approval by the Shareholders at the AGM, the proposed final dividend is payable on Tuesday, 2 July 2024 and the record date for entitlement to the proposed final dividend is Thursday, 20 June 2024.
- (v) All votes at the meeting are to be taken by poll.