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# vanke

**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)**

## **UPDATED NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice (“**Initial Notice**”) of the first EGM (“**EGM**”) of China Vanke Co., Ltd. (the “**Company**”) dated 23 November 2022.

The Board of the Company (the “**Board**”), as the convenor of the EGM, has issued the notice of EGM on 23 November 2022. According to Article 72 of the Company’s current Articles of Association, the convenor of a general meeting shall not amend the proposed resolutions set out in the notice of the meeting or add any new proposed resolutions subsequent to the issue of the notice of the general meeting. Shareholders individually or jointly holding more than 3% of the Company’s shares shall have the right to submit extra interim resolutions in writing to the convenor of a general meeting 10 days prior to the general meeting. The convenor shall issue a supplementary notice of the general meeting containing the contents of such extra interim resolutions within 2 days after receipt thereof.

On 1 December 2022, the Board, as the convenor of the EGM, received a written letter from Shenzhen Metro Group Co., Ltd. (“**SZMC**”) (which held 3,242,810,791 A Shares as at the Latest Practicable Date, accounting for 27.88% of the total issued shares of the Company). The letter set out that SZMC, as a Shareholder of the Company, submitted an interim resolution to the Board, and proposed to the EGM for the consideration of Resolution Regarding the General Mandate for Issuance of A Shares and/or H Shares of the Company Granted to the Board of Directors at the General Meeting.

The twenty-third meeting of the nineteenth session of the Board of the Company considered and approved the Resolution on Additional Interim Resolution Proposed to 2022 First Extraordinary General Meeting and the Postponement of 2022 First Extraordinary General Meeting on 1 December 2022, with eleven votes in favor, 0 vote against and 0 abstention, agreed to propose the Resolution Regarding the General Mandate for Issuance of A Shares and/or H Shares of the Company Granted to the Board of Directors to EGM, and postponed the EGM to 4:00 p.m. on Friday, 16 December 2022.

The content of the other resolution in the Initial Notice remains unchanged.

**UPDATED NOTICE IS HEREBY GIVEN** that the EGM is originally scheduled at 4:00 p.m. on Monday, 12 December 2022 which will be postponed to 4:00 p.m. on Friday, 16 December 2022 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, Guangdong Province, the PRC.

In order to further improve the prevention and control of the current pandemic, **the Company recommends Shareholders to attend the meeting by first appointing the Chairman of the meeting to vote.** Save for carrying the relevant credentials and meeting materials, Shareholders and proxies who intend to attend the meeting on site shall pay attention in advance, and comply with the regulations and requirements in relation to the prevention and control of the pandemic in Guangdong province and Shenzhen city of the PRC. The Company will take measures for prevention and control of the pandemic, such as registration for the meeting, monitoring body temperature and checking health code and itinerary code, for Shareholders or proxies attending the meeting on site.

**Shareholders or proxies who exhibit symptoms such as fever and cough, do not wear masks as required, or fail to comply with the regulations and requirements in relation to the prevention and control of the pandemic will not be able to enter the site of the meeting.**

#### **I. MATTERS TO BE CONSIDERED AND APPROVED AT THE EGM**

The following resolutions will be considered and, if thought fit, approved by the Shareholders at the EGM:

##### **ORDINARY RESOLUTION**

1. To consider and approve the authorization to the Company for issuance of direct debt financing instruments.

##### **SUPPLEMENTAL SPECIAL RESOLUTION**

2. To consider and approve the resolution regarding the general mandate to issue shares of the Company.

For and on behalf of the Board of  
**China Vanke Co., Ltd.\***  
**Yu Liang**  
*Chairman*

Shenzhen, the PRC, 1 December 2022

\* *For identification purpose only*

*Notes:*

1. The H Shares register of members will be closed from Thursday, 8 December 2022 to Friday, 16 December 2022 (both days inclusive), during which time no share transfers of H shares will be effected. For registered holders of H shares who intend to attend the EGM, the shares and the registration documents must be delivered to Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 7 December 2022. The holders of the H shares whose names appear on the H shares register of members of the Company at the close of business on Thursday, 8 December 2022 are entitled to attend and vote in respect of the resolutions to be proposed at the EGM.
2. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her/its behalf at the EGM. A proxy does not need to be a Shareholder.
3. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
4. In view of the fact that the proxy form ("**Original Proxy Form**") of the EGM issued together with the Notice of the EGM of the Company dated 23 November 2022 do not contain the second resolution contained in this notice, a revised proxy form for EGM ("**Revised Proxy Form for EGM**") was attached to this circular.

Any shareholder who intends to appoint a proxy to attend the EGM and has not lodged the Revised Proxy Form for EGM is required to complete and lodge the enclosed Revised Proxy Form for EGM in accordance with the instructions stated thereon and lodging the Original Proxy Form is not required. If a shareholder has already returned the Original Proxy Form in accordance with the instructions printed thereon, he/she should note that:

- A. If no Revised Proxy Form for EGM is returned by the shareholder, the Original Proxy Form will be treated as a valid Proxy Form lodged by the shareholder. (Each of) the proxy(ies) appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM (including the new resolution set out in the updated notice of EGM).
- B. If the Revised Proxy Form for EGM is lodged 24 hours before the time appointed for the EGM, the Revised Proxy Form for EGM, if it is duly completed, will revoke and supersede the Original Proxy Form previously lodged by the shareholder. The Revised Proxy Form for EGM will be treated as a valid form of proxy if duly completed.
- C. If the Revised Proxy Form for EGM is lodged within 24 hours before the time appointed for the EGM, or it is lodged 24 hours before the time appointed for the EGM but not duly completed, it will be deemed invalid. It will not revoke and supersede the Original Proxy Form previously lodged by the shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. (Each of) the proxy(ies) appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM (including the new resolution set out in the updated notice of EGM).

5. The proxy form and the instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her/its attorney duly authorised in writing, or if the Shareholder is a legal person, either under seal or under the hand of a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised. To be valid, for holders of A shares, the notarised power of attorney or other document of authorisation and the proxy form must be delivered to the office of the Board of Directors not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. In order to be valid, for holders of H shares, the above documents must be delivered to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof.
6. This EGM is expected to last for half a day. Shareholders (in person or by proxy) attending this EGM are responsible for their own transportation and accommodation expenses.
7. The address of the office of the Board of Directors is as follows:

CHINA VANKE CO., LTD.  
Vanke Centre, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC  
Postal code: 518083

Contact persons: Mr. Xu Zhitao  
Tel: 86 (755) 2560 6666  
Fax: 86 (755) 2553 1696
8. Each Shareholder (or his or her or its proxy) shall exercise his or her or its voting rights by way of poll.

*As at the date of this notice, the Board comprises Mr. YU Liang, Mr. ZHU Jiusheng and Mr. WANG Haiwu as executive directors; Mr. XIN Jie, Mr. HU Guobin, Mr. HUANG Liping and Mr. LEI Jiangsong as non-executive directors; and Mr. KANG Dian, Ms. LIU Shuwei, Mr. NG Kar Ling, Johnny and Mr. ZHANG Yichen as independent non-executive directors.*