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If you have sold or transferred all your shares in CHINA VANKE CO., LTD.*, you should at once hand this circular to the purchaser or transferee, or to the bank, securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) SUPPLEMENTAL CIRCULAR OF THE GENERAL MANDATE TO ISSUE SHARES OF THE COMPANY

(2) UPDATED NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTICE: The purpose of this circular is to provide you with information reasonably necessary for the EGM in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

A letter from the Board is set out on pages 3 to 9 of this circular.

The EGM originally scheduled at 4:00 p.m. on Monday, 12 December 2022 has been resolved by the Board to 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, due to an interim resolution proposed by an eligible Shareholder, and the consideration to comply with relevant domestic and overseas regulations. The updated notice regarding the EGM is set out on pages 10 to 13 of this circular.

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.

A new resolution will be resolved at the EGM. In view of the fact that the proxy form of the EGM issued together with the Notice of the EGM of the Company dated 23 November 2022 do not contain the new resolution contained in the updated notice of the EGM, the Company has prepared a new revised proxy form of the EGM attached to this circular.

For those who intend to direct a proxy to attend the EGM, please complete the revised EGM proxy form and return the same in accordance with the instructions printed thereon. To be valid, for holders of A Shares, the revised EGM proxy form, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Board at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof; for holders of H Shares, the revised EGM proxy form must be delivered to the Company's H Shares Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the revised proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

* For identification purpose only

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Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

DEFINITIONS

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

“A Share(s)”	the domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the SZSE (stock code: 000002) and traded in RMB
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Chairman”	the chairman of the Board
“Company”	China Vanke Co., Ltd.* (萬科企業股份有限公司), a joint stock company established in the PRC with limited liability on 30 May 1984, the H Shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 2202) and the A Shares of which are listed on the SZSE (stock code: 000002)
“Company Law” ^C	Company Law of the PRC, as amended from time to time
“Director(s)”	the director(s) of the Company
“EGM”	the 2022 first extraordinary general meeting of the Company or any adjournment thereof to be convened at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, Guangdong Province, the PRC at 4:00 p.m. on Friday, 16 December 2022
“Executive Director(s)”	the executive director(s) of the Company
“General Meeting(s)”	the general meeting(s) held by the Company from time to time
“Group” or “Vanke”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (Stock Code: 2202) and traded in Hong Kong dollars

DEFINITIONS

“H Shareholders”	the holders of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “SEHK”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	1 December 2022, being the latest practicable date for ascertaining certain information before the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Non-executive Director(s)”	the non-executive director(s) of the Company
“PRC”	the People’s Republic of China, which shall, for the purposes of this circular, exclude Hong Kong, Macau and Taiwan
“Securities Law”	Securities Law of the PRC, as amended from time to time
“Share(s)”	the ordinary share(s) of the Company, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“SZMC”	Shenzhen Metro Group Co., Ltd.
“SZSE”	Shenzhen Stock Exchange
“%”	per cent

LETTER FROM THE BOARD

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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)

Board of Directors

Executive Directors

Mr. YU Liang
Mr. ZHU Jiusheng
Mr. WANG Haiwu

Registered office and address of head office

Vanke Center
No. 33 Huanmei Road
Dameisha, Yantian District
Shenzhen, the PRC

Non-executive Directors

Mr. XIN Jie
Mr. HU Guobin
Mr. HUANG Liping
Mr. LEI Jiansong

Principal place of business in Hong Kong

55/F, Bank of China Tower
1 Garden Road
Hong Kong

Independent Non-executive Directors

Mr. KANG Dian
Ms. LIU Shuwei
Mr. NG Kar Ling, Johnny
Mr. ZHANG Yichen

1 December 2022

To the Shareholders

Dear Sir/Madam,

(1) GENERAL MANDATE TO ISSUE SHARES OF THE COMPANY
(2) UPDATED NOTICE OF
THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with all the information reasonably necessary in relation to the EGM, regarding, among other things, the following information of the supplemental resolution, in order to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

SUPPLEMENTAL RESOLUTION PROPOSED AT THE EGM AND POSTPONEMENT OF THE EGM

Reference is made to the notice of EGM of the Company dated 23 November 2022. The Board of the Company, 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 the 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 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.

TO CONSIDER AND APPROVE THE RESOLUTION REGARDING THE GENERAL MANDATE TO ISSUE SHARES OF THE COMPANY

A special resolution will be proposed at the EGM to approve the resolution regarding the general mandate to issue Shares of the Company.

LETTER FROM THE BOARD

Pursuant to the requirements of Rule 19A.38 and Rule 13.36 of the Listing Rules, in order to enhance the flexibility and efficiency of operation, the Board proposes to the EGM to approve by way of a special resolution the granting of a general mandate to the Board of the Company to authorise the Board to decide to, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and/or deal with new Shares not exceeding 20% of each of the number of A Shares and/or H Shares in issue of the Company as at the date of passing such resolution by the EGM of the Company. Details are as follows:

I. Content of the General Mandate

It is proposed to the EGM of the Company 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 EGM, including but not limited to:

- (1) Subject to market conditions and the needs of the Company, to separately or concurrently issue, allot and/or deal with new A Shares and/or H Shares of the Company 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) To approve the number of the new Shares to be allotted or agreed conditionally or unconditionally to be allotted (including but not limited to ordinary shares, warrants, convertible bonds and other securities such as options which carry rights to subscribe for or are convertible into Shares) shall not exceed:
 1. 20% of the A Shares in issue of the Company as at the date of the passing of this resolution at the EGM; and/or
 2. 20% of the H Shares in issue of the Company as at the date of the passing of this resolution at the EGM.
- (3) To determine and implement detailed issuance plan for the above-mentioned general mandate, including but not limited to the class of new Shares to be issued, pricing mechanism and/or issuance price (including price range), the issuance method, number of the Shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to place the Shares to the existing Shareholders;
- (4) To engage intermediaries for issuance related matters, and to approve and sign all acts, deeds, documents or other matters necessary, appropriate or required for share issuance; to review, approve and sign, on behalf of the Company, agreements related to issuance, including but not limited to placing or underwriting agreements and engagement agreements of intermediaries;

LETTER FROM THE BOARD

- (5) To review, approve and sign, on behalf of the Company, statutory documents in relation to issuance to be submitted to the government departments, regulatory authorities and stock exchanges. To perform related approval procedures required by relevant government departments, regulatory authorities and the place in which the Company is listed, and to complete all necessary filings, registrations and records with the relevant government departments, regulatory authorities and the place in which the Company is listed;
- (6) As required by the government departments, regulatory authorities and stock exchanges etc., to amend the agreements and statutory documents referred to in item no. (4) and (5) above;
- (7) To approve the increase of registered capital of the Company after the issue of new Shares, and to make corresponding amendments to the Articles of Association relating to total share capital and shareholding structure, etc..

II. Validity of the Mandate

Except that the offers, agreements, or options have been made or granted during the Relevant Period in relation to the issue of A Shares and/or H Shares, which might require further promotion 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 EGM 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 EGM; or
- (2) the conclusion of the 2022 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 a General Meeting.

Exercise of the authorisations granted under the above mentioned general mandate by the Board and person approved by the Board or his or 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 Listing Rules (as amended from time to time), as well as all necessary approvals of the China Securities Regulatory Committee and/or other relevant authorities of the People’s Republic of China.

LETTER FROM THE BOARD

EGM

The EGM 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, to consider and, if thought fit, approve the resolutions set out in the updated notice of the EGM.

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.

The updated notice of the EGM and the revised proxy form for the EGM have been posted on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and despatched to Shareholders on Thursday, 1 December 2022.

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 new resolution contained in the updated notice of the EGM, the Company has prepared a new revised proxy form for EGM (“**Revised Proxy Form for EGM**”) attached to this circular.

For those who intend to direct a proxy to attend the EGM, please complete the Revised Proxy Form for EGM and return the same in accordance with the instructions printed thereon. To be valid, for holders of A Shares, the Revised Proxy Form for EGM, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Board of the Company at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC not less than 24 hours before the time appointed for the holding of the EGM (i.e. 4:00 p.m. on 15 December 2022) or any adjournment thereof; for holders of H Shares, the Revised Proxy Form for EGM must be delivered to the Company’s H Shares Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the revised proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

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:

LETTER FROM THE BOARD

1. 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).
2. 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.
3. 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).

The H Shares register of members of the Company will be changed from the original period from Thursday, 8 December 2022 to Monday, 12 December 2022, both dates inclusive, to the new period from Thursday, 8 December 2022 to Friday, 16 December 2022, both dates inclusive (the “**New Closure Period**”). The register of H Shares will be closed during the New Closure Period. For 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.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. None of the other Directors abstained from voting on these Board resolutions. As such, the Directors (including the Independent Non-executive Directors) recommend the Shareholders to vote in favour of the resolutions set forth in the notice.

LETTER FROM THE BOARD

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 enquires, confirm that to the best of their 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.

In the event of discrepancies between the English and Chinese versions of this circular, the Chinese version shall prevail.

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

UPDATED NOTICE OF THE 2022 FIRST EGM

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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)

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 convener 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 convener 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 convener of a general meeting 10 days prior to the general meeting. The convener 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 convener 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.

UPDATED NOTICE OF THE 2022 FIRST EGM

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*

UPDATED NOTICE OF THE 2022 FIRST EGM

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.

UPDATED NOTICE OF THE 2022 FIRST EGM

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.