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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)**

## **ANNOUNCEMENT OF RESOLUTIONS APPROVED AT THE EIGHTEENTH MEETING OF THE TWENTIETH SESSION OF THE BOARD OF DIRECTORS**

### **1. THE CONVENING OF THE MEETING**

The written notice of the eighteenth meeting of the twentieth session of the board of directors (“**Board of Directors**”) of China Vanke Co., Ltd.\* (the “**Company**”, together with its subsidiaries, the “**Group**”) was sent to all directors of the Company by email on 3 June 2025. All directors of the Company participated in the meeting by way of voting via telecommunication. The Company received the voting opinions of all directors before 6 June 2025 (inclusive). The convening of the meeting was in compliance with the Company Law of the People's Republic of China and other laws and regulations as well as the requirements of the Articles of Association of China Vanke Co., Ltd..

### **2. RESOLUTIONS CONSIDERED AND THE VOTING RESULTS**

#### **(1) The Resolution on Amending the Articles of Association was considered and approved**

For details, please refer to the Circular of the 2024 Annual General Meeting published by the Company on the HKEXnews website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the same date.

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

This resolution shall be submitted to the 2024 annual general meeting of the Company (“**2024 Annual General Meeting**”) for consideration.

#### **(2) The Resolution on Amending the Procedural Rules for the General Meeting was considered and approved**

For details, please refer to the Circular of the 2024 Annual General Meeting published by the Company on the HKEXnews website of the Stock Exchange on the same date.

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

This resolution shall be submitted to the 2024 Annual General Meeting for consideration.

**(3) The Resolution on Amending the Procedural Rules for the Board of Directors was considered and approved**

For details, please refer to the Circular of the 2024 Annual General Meeting published by the Company on the HKEXnews website of the Stock Exchange on the same date.

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

This resolution shall be submitted to the 2024 Annual General Meeting for consideration.

**(4) The Resolution on Amending the Implementation Rules of the Audit Committee was considered and approved**

For details, please refer to the Implementation Rules of the Audit Committee of the Board of Directors published by the Company on the HKEXnews website of the Stock Exchange on the same date. These implementation rules will take effect after the resolution on amendments to the Articles of Association is considered and approved by the 2024 Annual General Meeting.

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

**(5) The Resolution on Amending the Implementation Rules of the Remuneration and Nomination Committee was considered and approved**

For details, please refer to the Implementation Rules of the Remuneration and Nomination Committee of the Board of Directors published by the Company on the HKEXnews website of the Stock Exchange on the same date. These implementation rules will take effect after the resolution on amendments to the Articles of Association is considered and approved by the 2024 Annual General Meeting.

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

**(6) The Resolution on Amending the Implementation Rules of the Investment and Decision-making Committee was considered and approved**

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

**(7) The Resolution on the Convening of the 2024 Annual General Meeting was considered and approved**

The Company will convene the 2024 Annual General Meeting at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, Guangdong Province, the PRC at 3:00 p.m. on Friday, 27 June 2025.

For details, please refer to the Notice of the 2024 Annual General Meeting published by the Company on the HKEXnews website of the Stock Exchange on the same date.

Voting results: 10 votes in favour, 0 vote against and 0 abstention.

**(8) The Resolution on the Provision of the Loan of Not Exceeding RMB3 billion by SZMC to the Company was considered and approved**

Shenzhen Metro Group Co., Ltd. (“SZMC”), the largest as well as the substantial shareholder of the Company, intends to provide a loan in the amount of not exceeding RMB3 billion to the Company (the “**Shareholder’s Loan**”). The term of loan is not exceeding 36 months, during which the loan may be repaid in advance by agreement between both parties, and may be extended with the consent of SZMC (the “**Term of Loan**”). The Shareholder’s Loan is intended to be used for the repayment of the principal and interest by the Company in June 2025 for its corporate bonds and the interest of particular borrowings.

The Shareholder’s Loan shall bear interests on a daily basis from the date of actual drawdown. The interest rate of loan is priced on the basis of the 1-year Loan Prime Rate (LPR) published by the National Interbank Funding Centre on the working day prior to the date of drawdown of each loan, with a floating point of minus 66 basis points, which was 2.34% as at the disclosure date of this announcement. The interest of the loan shall be settled together with the principal when the Shareholder’s Loan becomes due.

The Company shall make repayments semi-annually, with each repayment accounting for 0.5% of the drawdown amount, and the repayment amount at the last due date accounting for 97% of the drawdown amount.

SZMC has the right to request the Company to provide measures for the purpose of guarantee for the loan, and the Company shall provide guarantees in accordance with the requirements of SZMC. The relevant measures for the purpose of guarantee shall take effect upon fulfilling all the procedures of resolutions that shall be fulfilled by the Company in accordance with the laws, regulations and the listing rules.

The interest rate of the Shareholder’s Loan follows the market-based principle and is lower than the current interest rate level of the Company’s loans from financial institutions, which fully reflects the supports of the substantial shareholder to the Company. There are no circumstances under which the Shareholder’s Loan is detrimental to the interests of the Company and the minority investors, and the Shareholder’s Loan will not adversely affect the financial position and operating results of the Company for the current period and in the future.

The independent non-executive directors of the Company are of the view that although the Shareholder’s Loan was not entered into in the ordinary and usual course of business of the Group, the aforesaid transaction is conducive to meeting the capital requirements of the Company, and the arrangements in relation to the loan are fair and reasonable, on normal commercial terms, and the interest rate of the loan is in compliance with the market-based principle, and there are no circumstances that are detrimental to the interests of the Company and the shareholders of the Company, in particular the minority shareholders, and that it is in the interests of the Company and shareholders as a whole and in compliance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China and other relevant laws, regulations, rules and normative documents.

As at the date of this announcement, SZMC is a substantial shareholder of the Company holding approximately 27.18% of the total issued share capital of the Company, and hence a connected person of the Company pursuant to Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”). Therefore, the Shareholder’s Loan constitutes a connected transaction of the Company. As the Shareholder’s Loan is conducted on normal commercial terms or better and is not secured by any assets of the listed issuer group, the Shareholder’s Loan is fully exempt from the shareholders’ approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Listing Rules.

Voting results: 7 votes in favour, 0 vote against and 0 abstention. XIN Jie, HUANG Liping and LEI Jiangsong, being related directors, abstained from the voting.

**The Board of Directors of  
China Vanke Co., Ltd.\***

Shenzhen, the PRC, 6 June 2025

*As at the date of this announcement, the board of directors of the Company comprises Mr. YU Liang and Ms. WANG Yun as executive directors; Mr. XIN Jie, Mr. HU Guobin, Mr. HUANG Liping and Mr. LEI Jiangsong as non-executive directors; and Mr. LIU Tsz Bun Bennett, Mr. LIM Ming Yan, Dr. SHUM Heung Yeung Harry and Mr. ZHANG Yichen as independent non-executive directors.*

\* For identification purposes only