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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)

ANNOUNCEMENT ON RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF 2024

I. CONVENING OF THE AGM

Reference is made to (i) the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**” or the “**Meeting**”) of China Vanke Co., Ltd.* (the “**Company**”); and (ii) the circular (the “**Circular**”) of the Company, both dated 6 June 2025. Unless otherwise defined, the terms used in this announcement shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Company hereby announces that the AGM was held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, Guangdong Province, the PRC at 3 p.m. on Friday, 27 June 2025. The AGM adopted both on-site voting and A-share online voting.

The AGM was convened by the twentieth session of the Board and chaired by Mr. XIN Jie, chairman of the Board. Mr. XIN Jie, Mr. YU Liang, Mr. HUANG Liping, Mr. LEI Jiansong, Ms. WANG Yun, Mr. LIU Tsz Bun Bennett, Mr. ZHANG Yichen, being directors of the Company, Mr. XIE Dong, being the chairman of the supervisory committee of the Company, Mr. LI Miao and Mr. PAN Zhangliang, being supervisors of the Company, and all members of the senior management of the Company also attended the AGM either on-site or by correspondence. Guangdong Sundial Law Firm, being the Company's PRC legal advisor, and BDO Limited ^{Note 1} were appointed by the Company to act as the scrutineers for vote-taking at the AGM.

The convening and holding of the AGM complied with the relevant laws, regulations and departmental rules including the Company Law of the People's Republic of China (the “**Company Law**”), the Rules for the Shareholders' Meetings of Listed Companies (the “**Rules for Shareholders' Meetings**”), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the requirements of the articles of association of China Vanke Co., Ltd. (the “**Articles of Association**”).

The total number of issued shares of the Company as at the date of the AGM was 11,930,709,471 shares, of which the A shares and the H shares were 9,724,196,533 shares and 2,206,512,938 shares respectively. All shareholders of the Company (the “**Shareholder(s)**”) were entitled to attend the AGM and vote on the resolutions proposed at the Meeting.

As disclosed in the Circular, Shenzhen Metro Group Co., Ltd. (深圳市地鐵集團有限公司) (“**Shenzhen Metro Group**”), a substantial Shareholder of the Company holding approximately 3,242,810,791 A shares of the Company (representing 27.18% of the total issued shares of the Company), and hence a connected person of the Company (as defined under the Hong Kong Listing Rules) having a material interest in the Supplemental Loan Agreement, was required to and did abstain from voting on Ordinary Resolution 8 at the AGM in accordance with the Hong Kong Listing Rules.

Saved as disclosed above, to the best knowledge, information and belief of the directors of the Company, no other Shareholders were subject to any restrictions when casting their votes on any of the proposed resolutions at the AGM, nor did any of them state their intention in the Circular to vote against the relevant resolution or to abstain from voting at the AGM; no Shareholder who was entitled to attend the AGM was required to abstain from voting in favor of the resolutions proposed at the AGM pursuant to Rule 13.40 of the Hong Kong Listing Rules; and there were no other Shareholders required under the Hong Kong Listing Rules to abstain from voting at the AGM as having material interests in the matters to be considered at the AGM.

II. ATTENDANCE AT THE AGM

Class	Number of Shareholders and proxies attending the on-site meeting			Number of Shareholders participating through online voting			Overall attendance		
	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)
A Share	70	3,256,081,858	33.4843	2,934	1,153,081,413	11.8579	3,004	4,409,163,271	45.3422
H Share	5	453,885,289	20.5703	0	0	0.0000	5	453,885,289	20.5703
Total	75	3,709,967,147	31.0959	2,934	1,153,081,413	9.6648	3,009	4,863,048,560	40.7607

III. VOTING RESULTS OF THE AGM

(I) Voting Results

Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	To consider and approve the report of the board of directors of the Company for the year 2024	A Share	4,384,978,965	99.4515	13,139,118	0.2980	11,045,188	0.2505
		H Share	447,737,083	98.6454	151,900	0.0335	5,996,306	1.3211
		Total	4,832,716,048	99.3763	13,291,018	0.2733	17,041,494	0.3504
2	To consider and approve the report of the supervisory committee of the Company for the year 2024	A Share	4,384,483,265	99.4403	13,130,618	0.2978	11,549,388	0.2619
		H Share	447,737,083	98.6454	151,900	0.0335	5,996,306	1.3211
		Total	4,832,220,348	99.3661	13,282,518	0.2731	17,545,694	0.3608
3	To consider and approve the annual report for the year 2024	A Share	4,384,526,065	99.4412	13,566,718	0.3077	11,070,488	0.2511
		H Share	447,737,083	98.6454	151,900	0.0335	5,996,306	1.3211
		Total	4,832,263,148	99.3670	13,718,618	0.2821	17,066,794	0.3509
4	To consider and approve the resolution in relation to the profit distribution plan for the year 2024	A Share	4,382,813,382	99.4024	15,422,501	0.3498	10,927,388	0.2478
		H Share	449,121,789	98.9505	151,900	0.0335	4,611,600	1.0160
		Total	4,831,935,171	99.3602	15,574,401	0.3203	15,538,988	0.3195
5	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing financial assistance to third parties	A Share	4,384,747,762	99.4463	13,584,721	0.3081	10,830,788	0.2456
		H Share	449,104,189	98.9466	170,500	0.0376	4,610,600	1.0158
		Total	4,833,851,951	99.3996	13,755,221	0.2829	15,441,388	0.3175
6	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing guarantee to third parties	A Share	4,384,682,265	99.4448	13,568,618	0.3077	10,912,388	0.2475
		H Share	449,104,189	98.9466	4,779,700	1.0531	1,400	0.0003
		Total	4,833,786,454	99.3983	18,348,318	0.3773	10,913,788	0.2244
7	To consider and approve the appointment of certified public accountants for the year 2025	A Share	4,386,046,300	99.4757	12,178,183	0.2762	10,938,788	0.2481
		H Share	449,120,789	98.9503	151,900	0.0335	4,612,600	1.0162
		Total	4,835,167,089	99.4267	12,330,083	0.2535	15,551,388	0.3198
8	THAT (1) To approve, confirm and ratify the Supplemental Loan Agreement entered into between the Company and Shenzhen Metro Group, and the transactions contemplated thereunder (including the provision of the Asset Collateral in the form of the Share Pledge); and (2) To authorise any one directors of the Company to exercise all powers which they consider necessary and do such other acts and things and execute such other documents or agreements which in their opinion may be necessary or desirable to implement the transactions contemplated under the Supplemental Loan Agreement (including the provision of the Asset Collateral in the form of the Share Pledge).	A Share	1,143,358,656	98.0286	12,172,073	1.0436	10,821,751	0.9278
		H Share	449,101,189	98.9460	171,500	0.0378	4,612,600	1.0162
		Total	1,592,459,845	98.2856	12,343,573	0.7618	15,434,351	0.9526

Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
9	To consider and approve the resolution in relation to the general mandate to issue additional H shares	A Share	4,310,966,382	97.7729	86,270,301	1.9566	11,926,588	0.2705
		H Share	242,563,322	53.4415	210,587,767	46.3967	734,200	0.1618
		Total	4,553,529,704	93.6353	296,858,068	6.1044	12,660,788	0.2603
10	To consider and approve the resolution on amendments to the Articles of Association	A Share	4,327,102,377	98.1389	70,632,706	1.6020	11,428,188	0.2591
		H Share	290,147,957	63.9254	158,983,756	35.0273	4,753,576	1.0473
		Total	4,617,250,334	94.9456	229,616,462	4.7217	16,181,764	0.3327
11	To consider and approve the resolution on amendments to the procedural rules for the General Meeting	A Share	4,385,107,865	99.4544	13,205,818	0.2995	10,849,588	0.2461
		H Share	449,122,789	98.9507	151,900	0.0335	4,610,600	1.0158
		Total	4,834,230,654	99.4074	13,357,718	0.2747	15,460,188	0.3179
12	To consider and approve the resolution on amendments to the procedural rules for the Board of Directors	A Share	4,385,362,365	99.4602	12,996,218	0.2948	10,804,688	0.2450
		H Share	449,122,789	98.9507	151,900	0.0335	4,610,600	1.0158
		Total	4,834,485,154	99.4126	13,148,118	0.2704	15,415,288	0.3170

For the resolutions proposed at the AGM, each of Resolutions 1 to 8 were ordinary resolutions and the votes cast in favor of the resolutions were more than 50% of shares with voting rights represented by the Shareholders attending the AGM; Resolutions 9 to 12 were special resolutions, and the votes cast in favor of the resolutions were more than two-thirds of shares with voting rights represented by the Shareholders attending the AGM, therefore all the resolutions proposed to the AGM were duly approved. For details of the aforementioned resolutions, please refer to the AGM Notice and the Circular.

(II) Separate Vote Counting Results of Resolutions Involving Minority Shareholders

RESOLUTIONS VOTED BY NON-ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
4	To consider and approve the resolution in relation to the profit distribution plan for the year 2024	A Share	1,130,955,001	97.7351	15,422,501	1.3328	10,786,388	0.9321
		H Share	449,121,789	98.9505	151,900	0.0335	4,611,600	1.0160
		Total	1,580,076,790	98.0775	15,574,401	0.9667	15,397,988	0.9558
5	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing financial assistance to third parties	A Share	1,132,889,381	97.9022	13,584,721	1.1740	10,689,788	0.9238
		H Share	449,104,189	98.9466	170,500	0.0376	4,610,600	1.0158
		Total	1,581,993,570	98.1965	13,755,221	0.8538	15,300,388	0.9497
6	To consider and approve the authorisation of the Company and its majority-owned subsidiaries providing guarantee to third parties	A Share	1,132,823,884	97.8966	13,568,618	1.1726	10,771,388	0.9308
		H Share	449,104,189	98.9466	4,779,700	1.0531	1,400	0.0003
		Total	1,581,928,073	98.1924	18,348,318	1.1389	10,772,788	0.6687

RESOLUTIONS VOTED BY NON-ACCUMULATIVE VOTING SYSTEM								
Resolution No.	Resolution name	Types of Shares	Voting results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
7	To consider and approve the appointment of certified public accountants for the year 2025	A Share	1,134,187,919	98.0145	12,178,183	1.0524	10,797,788	0.9331
		H Share	449,120,789	98.9503	151,900	0.0335	4,612,600	1.0162
		Total	1,583,308,708	98.2781	12,330,083	0.7653	15,410,388	0.9566
8	THAT (1) To approve, confirm and ratify the Supplemental Loan Agreement entered into between the Company and Shenzhen Metro Group, and the transactions contemplated thereunder (including the provision of the Asset Collateral in the form of the Share Pledge); and (2) To authorise any one directors of the Company to exercise all powers which they consider necessary and do such other acts and things and execute such other documents or agreements which in their opinion may be necessary or desirable to implement the transactions contemplated under the Supplemental Loan Agreement (including the provision of the Asset Collateral in the form of the Share Pledge).	A Share	1,134,311,066	98.0251	12,172,073	1.0519	10,680,751	0.9230
		H Share	449,101,189	98.9460	171,500	0.0378	4,612,600	1.0162
		Total	1,583,412,255	98.2845	12,343,573	0.7662	15,293,351	0.9493
9	To consider and approve the resolution in relation to the general mandate to issue additional H shares	A Share	1,059,108,001	91.5262	86,270,301	7.4553	11,785,588	1.0185
		H Share	242,563,322	53.4415	210,587,767	46.3967	734,200	0.1618
		Total	1,301,671,323	80.7965	296,858,068	18.4264	12,519,788	0.7771

Note 2: Minority Shareholders refer to Shareholders other than directors, supervisors, senior management and Shareholders who severally or jointly hold more than 5% of the Company's shares.

IV. LEGAL OPINION ISSUED BY LAWYERS

1. Name of law firm: Guangdong Sundial Law Firm
2. Name of lawyers: MA Yunyan and GUO Qiong
3. Conclusive opinion: The convention of and procedures for holding the Meeting of the Company, as well as the eligibility of persons attending the Meeting and the convenor of the Meeting were in compliance with the relevant rules and regulations of the PRC including the Company Law and the Rules for Shareholders' Meetings and the requirements of the Articles of Association. The voting procedures and voting results were legal and valid.

V. ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND RESIGNATION OF SUPERVISORS

Reference is made to the announcement of the Company dated 6 June 2025 entitled “Proposed Amendments to the Articles of Association, the Procedural Rules for the General Meeting and the Procedural Rules for the Board of Directors”.

The resolution on amendments to the Articles of Association was considered and approved at the AGM. As a result, the Company has abolished the supervisory committee and the positions of supervisors since 27 June 2025. The relevant responsibilities of the supervisory committee will be exercised by the audit committee of the Company. The Procedural Rules for the Supervisory Committee of China Vanke Co., Ltd. and other relevant systems of the supervisory committee have been repealed accordingly. As a result, Mr. XIE Dong, Mr. LI Miao and Mr. PAN Zhangliang, members of the supervisory committee of the Company, resigned from their positions as supervisors on 27 June 2025. Each of Mr. XIE Dong, Mr. LI Miao, and Mr. PAN Zhangliang has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders, creditors of the Company, the Shenzhen Stock Exchange or the Hong Kong Stock Exchange.

The Company would like to express its sincere gratitude to Mr. XIE Dong, Mr. LI Miao and Mr. PAN Zhangliang for their contributions to the standardized operation and healthy development of the Company during their tenure.

Note 1: The Scope of Work of BDO Limited

The poll results were subject to scrutiny by BDO Limited, Certified Public Accountants (Practising), whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to BDO Limited. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

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

Shenzhen, the PRC, 27 June 2025

As at the date of this announcement, the Board 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 purpose only