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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)**

**THE RESULT OF REPURCHASE OF A SHARES AND  
ARRANGEMENTS FOR PAYMENT OF 2021 FINAL DIVIDEND FOR H SHARES  
AND SCRIP DIVIDEND SCHEME FOR H SHARES**

**This announcement is not applicable to distribution of the 2021 Final Dividend to the shareholders of the A shares of the Company. The Company will disclose an announcement at Shenzhen Stock Exchange separately regarding the details of the arrangements of the distribution of the 2021 Final Dividend to the shareholders of the A shares of the Company, which is expected to be distributed on 25 August 2022 (Thursday).**

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**EXPECTED TIMETABLE**

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<b>Cum-dividend date</b>	13 July 2022 (Wednesday)
<b>Ex-dividend date</b>	14 July 2022 (Thursday)
<b>Latest time to lodge transfer documents for registration with the H Share Registrar of the Company (to determine H Shareholders' eligibility to receive cash dividend and/or scrip shares)</b>	4:30 p.m. 15 July 2021 (Friday)
<b>Temporary closure of the register of members of H shares (to determine H Shareholders' eligibility to receive cash dividend and/or scrip shares)</b>	16 July 2022 (Saturday) to 21 July 2022 (Thursday) (both days inclusive)
<b>Record date for H shares (to determine H Shareholders' eligibility to receive cash dividend and/or scrip shares)</b>	21 July 2022 (Thursday)
<b>Resumption of register of members of H shares</b>	22 July 2022 (Friday)

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## EXPECTED TIMETABLE (CONTINUED)

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<b>Latest time for H Shareholders to return the election form to H Share Registrar of the Company</b>	4:30 p.m. 9 August 2022 (Tuesday)
<b>Despatch of dividend warrants and/or definitive certificates of new H shares by ordinary mail at the risk of recipients</b>	25 August 2022 (Thursday)
<b>Expected first day of dealings in new H shares</b>	26 August 2022 (Friday) (subject to the proper receipt of definitive certificates for the new H shares by the eligible H shareholders)

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*Note: 1. The expected timetable is for indication only and may subject to change. Should there be any change, the Company will make a further announcement in due course with respect to such change.*

*2. All references to dates and time in this announcement are to Hong Kong dates and time.*

*3. If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal or post-super typhoon “extreme conditions” are in force in Hong Kong at or at any time prior to 4:30 p.m. on 9 August 2022, the deadline for return of the election form will be extended.*

## THE RESULT OF REPURCHASE OF A SHARES AND EXCLUSION OF ENTITLEMENT TO DIVIDEND

Reference is made to the announcement in relation to stabilising share price of the Company released by China Vanke Co., Ltd.\* (the “**Company**”) dated 30 March 2022. To safeguard the value of the Company and interests of shareholders, the fifteenth meeting of the nineteenth session of the board of directors of the Company considered and approved the Resolution on Repurchase of Part of the A shares of the Company (“**Repurchase Resolution**”), which allowed the Company to repurchase the domestically listed shares of the Company (“**A Shares**”) within three months from the date of the passing of Repurchase Resolution (i.e. from 30 March 2022 to 30 June 2022, the “**Repurchase Period**”) at a price not higher than RMB18.27 per share.

The Repurchase Period has expired on 30 June 2022. During the Repurchase Period, the Company has repurchased a total of 72,955,992 A Shares (“**Repurchased Shares**”). Such Repurchased Shares, according to Shenzhen Stock Exchange Self-Regulatory Guidelines No.9 for Listed Companies – Share Repurchase, will be excluded from entitlement to dividend declared and distributed by the Company. Therefore, a total of 11,552,427,383 shares of the Company, which include 9,651,240,541 A Shares and 1,901,186,842 H shares of the Company (collectively referred to as “**Shares Entitled to Dividend**”) will be entitled to the 2021 Final Dividend (as defined below).

## 2021 FINAL CASH DIVIDEND

Reference is made to the 2021 annual results announcement of the Company dated 30 March 2022, the circular for the 2021 annual general meeting and the first H shareholders class meeting of 2022 dated 7 June 2022, and the announcement which contains resolutions of the 2021 annual general meeting, the first A shareholders class meeting of 2022 and the first H shareholders class meeting of 2022 dated 28 June 2022. The resolution regarding the dividend distribution plan for the year 2021 has been duly approved by the shareholders of the Company at the 2021 annual general meeting of the Company. The proposed scrip dividend scheme for H shares in dividend distribution for the year 2021 has been duly approved by the shareholders of the Company at the 2021 annual general meeting, the first A shareholders class meeting of 2022 and the first H shareholders class meeting of 2022 of the Company.

The Company will pay a total of final dividend for the year ended 31 December 2021 (the “**2021 Final Dividend**”) in cash of RMB11,276,621,873.75. Based on the total number of 11,552,427,383 Shares Entitled to Dividend as stated above, a cash dividend of RMB0.976125 (inclusive of applicable tax) will be distributed for every Share held. The 2021 Final Dividend will be paid on 25 August 2022 (Thursday) to the shareholders of the H shares of the Company whose names appear on the register of members of the H shares of the Company (the “**H Shareholders**”) at the close of business on 21 July 2022 (Thursday) (the “**Record Date**”). The 2021 Final Dividend is calculated and declared in Renminbi. The 2021 Final Dividend payable by the Company to the H Shareholders shall be paid in Hong Kong dollars and shall be converted at the median exchange rate on 29 June 2022 (being the first business day in Hong Kong immediately after the date of the 2021 annual general meeting of the Company at which the 2021 Final Dividend was approved by the shareholders of the Company) between Hong Kong dollars and Renminbi as announced by the People’s Bank of China, which was HK\$1 = RMB0.85443. The 2021 Final Dividend payable by the Company to the H Shareholders calculated based upon such exchange rate shall be HK\$1.142428 per share (inclusive of applicable tax).

## THE SCRIP DIVIDEND SCHEME

Under the 2021 profit distribution plan, the Company will provide the scrip dividend option to Eligible H Shareholders, i.e. Eligible H Shareholders may choose the options to receive their dividends in cash or H shares of the same value (“**Scrip Dividend Arrangement for H Shares**”). For the definition and details of the scope of Eligible H Shareholders, please refer to the circular for the 2021 annual general meeting and the first H shareholders class meeting of 2022 dated 7 June 2022.

It is expected that the Company will publish a further circular on or about 25 July 2022 (“**Further Circular on Scrip Dividend**”) to provide specific arrangement of the scrip dividend scheme for H shares. An election form will be enclosed with the Further Circular on Scrip Dividend for the Eligible H Shareholders to elect to receive the 2021 Final Dividend wholly in scrip shares, or partly in cash and partly in scrip shares.

The listing and dealing of new shares issued pursuant to the Scrip Dividend Arrangement for H Shares on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) is subject to the application to and approval from the Listing Committee of the Hong Kong Stock Exchange. The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the grant of the listing of, and permission to deal in, the new shares. It is expected that the dividend warrants and/or definitive certificates of new shares (in case the Eligible H Shareholder elects to receive the 2021 Final Dividend wholly or partly in new shares) will be despatched on 25 August 2022 (Thursday) by ordinary mail to relevant shareholders at the risk of recipients. The new shares are expected to commence trading on the Hong Kong Stock Exchange on 26 August 2022 (Friday) (subject to receipt of the definitive certificates of new shares by Eligible H Shareholders).

If the above conditions are not satisfied, the Scrip Dividend Arrangement for H Shares will be void and the Company shall pay the 2021 dividend to H Shareholders wholly in cash.

## **PERIOD OF CLOSING THE REGISTER OF MEMBERS**

In order to determine the H Shareholders who are entitled to receive the 2021 Final Dividend, the Company’s register of members of the H shares will be closed from 16 July 2022 (Saturday) to 21 July 2022 (Thursday) (both days inclusive), during which period no transfer of the Company’s H shares will be registered. In order to be eligible for the 2021 Final Dividend, the H Shareholders whose transfers have not been registered must lodge all transfer documents together with the relevant share certificates to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (“**H Share Registrar of the Company**”) at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 15 July 2022 (Friday).

## **TAXATION ON THE 2021 FINAL DIVIDEND**

### **H Shareholders**

#### ***1. Overseas Non-resident Enterprise Shareholders***

According to the Corporate Income Tax Law of the People’s Republic of China 《(中華人民共和國企業所得稅法)》, its relevant implementation rules and policies, the Company is required to withhold corporate income tax at the rate of 10% before distributing dividends to non-resident enterprise shareholders whose names appear on the register of members of the H shares of the Company. Any H shares registered in the name of non-individual H Shareholders, including Hong Kong Securities Clearing Company Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders. Therefore a corporate income tax at the rate of 10% shall be withheld and deducted from the dividends that they are entitled to receive. Should the H Shareholders wish to change their shareholder status, they shall consult with their nominees or trustees regarding the relevant procedures. The Company will withhold the corporate income tax strictly in accordance with the laws or requirements of the relevant governmental departments and based on the Company’s register of members of the H shares on the Record Date.

If any resident enterprise (as defined in the Corporate Income Tax Law of the People's Republic of China 《(中華人民共和國企業所得稅法)》) listed on the Company's register of members of H shares which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, or any non-residential enterprise from the countries or regions applying a tax rate of less than 10% under tax agreements does not want the Company to withhold the said 10% corporate income tax, it shall submit to H Share Registrar of the Company at or before 4:30 p.m. on 15 July 2022 (Friday) relevant evidencing documents, which shall be handed by the Company to the applicable tax authorities for approval in order to obtain refund on the excess portions of the tax amounts being withheld. If the aforesaid documents are submitted after the aforesaid date but before relevant date of tax return as defined under PRC taxation laws, the Company will help such enterprise to apply to tax authorities for refund on the excess portions of the tax amounts being withheld.

If any shareholders fails to provide the relevant evidencing documents within the given time which leads to any dispute in relation to the withholding or payment of tax, the Company shall not settle claims and assume no responsibility, and the aforementioned enterprise H Shareholders will need to go through all the formalities in person or by agent in accordance with the PRC taxation laws and regulations.

## **2. Overseas Individual Shareholders**

According to Individual Income Tax Law of the People's Republic of China 《(中華人民共和國個人所得稅法)》, its relevant implementation rules and policies, the Company is required to withhold and pay the individual income tax for individual H Shareholders (“**Individual H Shareholders**”). The Company shall withhold and pay the individual income tax at the tax rate of 10% on behalf of the Individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having treaties with China on individual income tax rate of 10% on dividends.

For the Individual H Shareholders who are residents of those countries having treaties with China for individual income tax rate on dividends being higher than 10% but lower than 20%, the Company shall withhold the individual income tax at the applicable tax rate according to the relevant treaties.

For the Individual H Shareholders who are residents of those countries without any tax treaties with China or having treaties with China for a 20% individual income tax rate on dividends or who are under other situations, the Company shall withhold the individual income tax at a tax rate of 20%.

If individual holders appear on the Company's register of members of H shares and are citizens from the countries or regions applying a tax rate of less than 10% under tax agreements, the Company may handle applications on their behalf for preferential treatments as stipulated in relevant agreements pursuant to the Notice of the State Administration of Taxation on Issues about the Administrative Measures for Non-residents to Enjoy the Treatments of Tax Treaties (Notice of the State Administration of Taxation [2019] No. 35) 《(國家稅務總局關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35號)). Qualified shareholders are required to submit to H Share Registrar of the Company at or before 4:30 p.m. on 15 July 2022 (Friday) relevant evidencing documents, which shall be handed by the Company to the applicable tax authorities for approval, in order to obtain refund on the excess portions of the tax amounts being withheld. If the aforesaid documents are submitted after the aforesaid date but before relevant date of tax return as defined under PRC taxation laws, the Company will help such individuals to apply to tax authorities for refund on the excess portions of the tax amounts being withheld.

The Company will determine the country of domicile of the Individual H Shareholders based on the registered address (the “**Registered Address**”) as recorded in the register of members of the H shares of the Company on the Record Date, and will accordingly withhold and pay the individual income tax. Should there be any inconsistency between the country of domicile of the Individual H Shareholder and the Registered Address, the Individual H Shareholder shall notify the H Share Registrar of the Company and provide relevant supporting documents at or before 4:30 p.m. on 15 July 2022 (Friday). Should the Individual H Shareholders fail to provide the relevant supporting documents to the H Share Registrar of the Company before the abovementioned deadline, the Company will determine the country of domicile of the Individual H Shareholders based on the Registered Address recorded in the H shares register of members of the Company on the Record Date. The Company shall not settle claims and assume no responsibility whatsoever in respect of any claims or disputes arising from the withholding or payment of tax should such claims and disputes arise from delay in or inaccurate determination of the country of domicile of the shareholders of the Company.

### ***3. Investors of Southbound Trading***

For investors (including enterprises and individuals) investing in the H shares of the Company through the Southbound Trading, China Securities Depository and Clearing Corporation Limited\*, as the nominee of the shareholders of the H shares of the Company of Southbound Trading, will receive 2021 Final Dividend distributed by the Company to investors of Southbound Trading and distribute such 2021 Final Dividend to the relevant investors of the H shares of the Company of Southbound Trading through its depository and clearing system. The 2021 Final Dividend for the investors of the H shares of the Company of Southbound Trading will be distributed in Renminbi. Pursuant to the relevant requirements, for dividends to be paid to domestic individual investors in China from investing in the H shares of the Company through Southbound Trading, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of such investors. For dividends to be paid to domestic securities investment funds in China from investing in the H shares of the Company through Southbound Trading, the tax treatment shall be the same as that for individual investors. The Company will not withhold and pay the income tax with respect to the dividends for domestic enterprise investors in China investing in the H shares of the Company through Southbound Trading, who shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders.

### ***4. Eligible H Shareholders Who Choose to Receive Scrip Shares***

If Eligible H Shareholders choose to receive scrip shares (no matter receive the 2021 Final Dividend wholly or partly in new shares), the Company is required to withhold income tax at appropriate rate according to abovementioned types of H Shareholders before convert cash dividend into H shares.

### **Investors of Northbound Trading**

For investors (including enterprises and individuals) investing in the A shares of the Company through the Northbound Trading, their dividends will be distributed in Renminbi by the Company through the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited\* to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may apply to the competent tax authorities for the entitlement of the rate under such tax treaty by themselves. Upon approval by the tax authorities, the paid amount in excess of the tax payable by such enterprises and individuals based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the shareholders of the A shares of the Company. The Company will announce the specific arrangements for distribution of the dividends for its A shares separately.

**Investors should note that the Company assumes no responsibility or disclaims any liability in respect of the determination of shareholder status. In accordance with the requirements of tax authorities, the Company will withhold and pay the relevant income tax based on the information recorded in the Company's H shares register of members on the Record Date.**

## **RECEIVING AGENT**

The Company has appointed Bank of China (Hong Kong) Trustees Ltd. as its receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to the Receiving Agent the 2021 final cash dividend for H shares declared for payment to the H Shareholders. The 2021 Final Dividend will be paid on 25 August 2022 (Thursday) and will be despatched to the H Shareholders who are entitled to receive such dividend by cheque via ordinary post at their risk.

**By order of the Board**  
**China Vanke Co., Ltd.\***  
**Zhu Xu**  
*Company Secretary*

Shenzhen, the PRC, 30 June 2022

*As at the date of this announcement, the board of directors of the Company 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.*

\* *For identification purpose only*