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# vanke

萬科置業(海外)有限公司

**Vanke Property (Overseas) Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01036)**

- (1) PROPOSED CHANGE OF COMPANY NAME;  
(2) RE-DESIGNATION OF DIRECTORS;  
(3) CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT;  
AND  
(4) APPOINTMENT OF CHIEF FINANCIAL OFFICER**

## **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Vanke Property (Overseas) Limited (the “**Company**”) proposes to change the English name of the Company from “Vanke Property (Overseas) Limited” to “Vanke Overseas Investment Holding Company Limited” and to change its dual foreign name in Chinese from “萬科置業(海外)有限公司” to “萬科海外投資控股有限公司”.

The proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders at the EGM to approve the proposed Change of Company Name, and the approval of Registrar of Companies in the Cayman Islands.

## **RE-DESIGNATION OF DIRECTORS, CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT AND APPOINTMENT OF CHIEF FINANCIAL OFFICER**

The Board announces that with effect from 15 August 2019:

1. Mr. Lee Kai-Yan has been re-designated from a non-executive Director to an executive Director;
2. Ms. Lin Lily has been re-designated from a non-executive Director to an executive Director;
3. Mr. Chan Wing Kit has been appointed as the Company Secretary, the Authorised Representative and the Process Agent to fill in the vacancy after the resignation of Ms. Lai Ivy; and
4. Ms. Yip Hoi Man has been appointed as the Chief Financial Officer.

## (1) PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Vanke Property (Overseas) Limited” to “Vanke Overseas Investment Holding Company Limited” and to change its dual foreign name in Chinese from “萬科置業(海外)有限公司” to “萬科海外投資控股有限公司” (the “**Change of Company Name**”).

### **Conditions for the Proposed Change of Company Name**

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting of the Company to approve, amongst others, the proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the proposed Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing and registration procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”).

### **Reasons for the Proposed Change of Company Name**

As a milestone of its corporate development and a demonstration of the Group’s ambition to develop its asset management and strengthen its property development and investment business, the Group completed the acquisitions of equity interests or investment instruments (as the case may be) in certain properties in London, the United Kingdom, San Francisco, the United States and New York, the United States respectively in June 2019. Further, the Group has enhanced its asset management capabilities in the United Kingdom and the United States by recruiting the former employees of China Vanke Co., Ltd.\* (萬科企業股份有限公司) (“**China Vanke**”) and its subsidiaries (collectively the “**China Vanke Group**”) and is currently providing asset management services in such places to China Vanke Group (other than the Group). Details of the above transactions and projects are disclosed in the circular of the Company dated 21 May 2019.

Going forward, the Group will continue the momentum of the Group’s expansion of its asset management and property development and investment business as its principal business. The Board considers that the proposed Change of Company Name will better reflect the current status of the Group’s business and to better promote the corporate image and the future strategic business development of the Group as described above. As such, the Board is of the view that the proposed Change of Company Name is in the best interests of the Company and Shareholders as a whole.

## **Effects of the Proposed Change of Company Name**

The proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operation and/or its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to the share(s) of the Company (the "**Shares**") and will remain to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company in issue for new share certificates under the Company's new name. Once the proposed Change of Company Name becomes effective, new certificates of securities of the Company will be issued only in the new name of the Company.

In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Company intends to change the stock short names of the Company for trading of the Shares on the Stock Exchange after the proposed Change of Name becomes effective.

Further, without regard as to whether the Change of Company Name is effective or not, the website of the Company will remain to be [www.vankeoverseas.com](http://www.vankeoverseas.com).

## **General**

An extraordinary general meeting of the Company (the "**EGM**") will be convened to consider and, if thought fit, to approve the proposed Change of Company Name. Information in relation to the proposed Change of Company Name will be included in the circular to be despatched to the Shareholders on or before 30 September 2019.

Further announcement(s) will be made by the Company to inform the Shareholders of, among others, the poll results of the EGM, the effective date of the proposed Change of Company Name and the change of stock short names of the Company for trading on the Stock Exchange as and when appropriate.

## **(2) RE-DESIGNATION OF DIRECTORS**

The Board announces that each of Mr. Lee Kai-Yan and Ms. Lin Lily has been re-designated from a non-executive Director to an executive Director (the "**Re-designation**") with effect from 15 August 2019.

Mr. Lee Kai-Yan, aged 42, was appointed as a non-executive Director in October 2018. Mr. Lee joined Vanke Holdings (USA) LLC, a wholly-owned subsidiary of China Vanke and a fellow subsidiary of the Company, in 2013 as its managing director to lead its establishment, expansion, and operations. He has been re-assigned to Vanke US Management LLC, a subsidiary of the Company, to continue his role of managing the US operations since June 2019. In addition, Mr Lee currently serves as director or manager of certain subsidiaries of China Vanke in order to ensure smooth operation of the investment projects in the US. Mr. Lee has more than 14 years of professional experience in real estate and financial markets, including through his prior work at the

World Economic Forum LLC between 2010 and 2013, Federal Reserve Bank of Boston between 2007 and 2010, and San Joaquin Council of Governments from 2001 to 2004. Mr. Lee previously was appointed as the Redevelopment Commissioner of the Redevelopment Commission of the City of Stockton, California between 2002 and 2004. He is currently on the Executive Director Board of the China General Chamber of Commerce (USA) and on the Executive Committee of the Association of Foreign Investors in Real Estate (AFIRE). Mr. Lee obtained his undergraduate degree in architecture from the University of California, Berkeley, in 2000, and his master degrees from Harvard University in public policy and from Massachusetts Institute of Technology (MIT) in city planning, both in 2007.

Ms. Lin Lily, aged 41, was appointed as a non-executive Director in October 2018. Ms. Lin joined Vanke Holdings (UK) Limited, a wholly-owned subsidiary of China Vanke and a fellow subsidiary of the Company, in 2015 as its managing director. She has been re-assigned to Vanke Overseas UK Management Limited, a subsidiary of the Company, to continue her role of managing the UK operations since June 2019. In addition, Ms. Lin currently serves as director or manager of certain subsidiaries of China Vanke in order to ensure smooth operation of the investment projects in the US. Previously Ms. Lin worked at UBS AG in London between 2007 and 2015. Prior to that Ms. Lin worked on the investment team at Ascendas in Shanghai, between 2003 and 2005. Ms. Lin graduated from the University of Southern California with a Bachelor of Science in Business Administration in 2000, and a Bachelor of Arts in French in 2001. She obtained a Master of Business Administration from INSEAD in France in 2006.

Pursuant to the new service agreement signed by each of Mr. Lee and Ms. Lin, each of Mr. Lee's and Ms. Lin's terms of services with the Company is for a fixed term of three years with effect from the date on which he/she was first appointed as a Director (i.e. 23 October 2018), which may be terminated, by either side, on no less than two month's notice in writing. The directorship of each of Mr. Lee and Ms. Lin is also subject to retirement by rotation and re-election in accordance with the articles of association of the Company, and may also be terminated by the Board or the Shareholders in accordance with the articles of association of the Company or the Companies Law of the Cayman Islands. Each of Mr. Lee and Ms. Lin will receive an annual remuneration fixed at HK\$200,000 for serving the Board, with such remuneration determined by reference to market practice and their qualifications, experience and duties and responsibilities in the Group.

As at the date of this announcement, save as disclosed above, each of Mr. Lee and Ms. Lin confirms that:

- (i) he/she has no other relationship with any Directors, senior management or substantial or controlling Shareholders and has not held any other positions in the Group;
- (ii) he/she has not held any directorship in other Hong Kong or overseas listed public companies in the last three years;
- (iii) he/she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and

- (iv) there are no other matters that need to be brought to the attention of the holders of securities of the Company in relation to their re-designation and there is no other information required to be disclosed pursuant to any of the provisions under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board would like to extend its warm welcome to each of Mr. Lee and Ms. Lin in his/her new position in the Board.

### **(3) CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

The Board announces that Ms. Lai Ivy has tendered her resignation as the company secretary of the Company (the “**Company Secretary**”) and will cease to act as (i) the Company Secretary; and (ii) an authorised representative (the “**Authorised Representative**”) of the Company for the purposes of Rule 3.05 of the Listing Rules and Part 16 of the Companies Ordinance; and (iii) the agent to accept the service of process and notices on behalf of the Company in Hong Kong (the “**Process Agent**”) under the Listing Rules, with effect from 15 August 2019. Ms. Lai has confirmed that there is no disagreement with the Board and there is no matter in respect of her resignation that needs to be brought to the attention of the Shareholders.

The Board further announces that Mr. Chan Wing Kit has been appointed as the Company Secretary, the Authorised Representative and the Process Agent with effect from 15 August 2019.

Mr. Chan, aged 36, has been a solicitor (as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong)) of High Court of Hong Kong since 2008. Mr. Chan graduated with a Bachelor of Laws in June 2005 and obtained the Postgraduate Certificate in Laws in June 2006 from The University of Hong Kong. Mr. Chan joined China Vanke in July 2014 and was mainly responsible for the legal function of China Vanke’s overseas investment and financing business. Mr. Chan is currently the General Counsel of the Company and the assistant company secretary of China Vanke. Prior to joining China Vanke, Mr. Chan worked in an international law firm in Hong Kong, specialising in mergers and acquisitions, initial public offerings and corporate finance matters. Mr. Chan possesses more than 11 years of experience in corporate and commercial legal matters, Listing Rules compliance and corporate governance issues.

The Board would like to express its appreciation to Ms. Lai for her valuable contribution to the Company during her tenure of office and extend its welcome to Mr. Chan on his new appointment.

#### (4) APPOINTMENT OF CHIEF FINANCIAL OFFICER

The Board announces that Ms. Yip Hoi Man has been appointed as the chief financial officer of the Company (the “**Chief Financial Officer**”) with effect from 15 August 2019.

Ms. Yip, aged 36, has been a member of the Hong Kong Institute of Certified Public Accountants since 2007. Ms. Yip graduated with a bachelor degree in Business Administration in Accounting and Finance in June 2004 from The University of Hong Kong. Ms. Yip joined China Vanke in January 2014 and was mainly responsible for the financial function of China Vanke’s overseas investment and financing business. She is currently the Financial Controller of the Company. Prior to joining China Vanke, Ms. Yip worked at Deloitte Touche Tohmatsu from 2004 to 2014.

The Board would like to express its warm welcome to Ms. Yip on her new appointment.

By order of the board of  
**Vanke Property (Overseas) Limited**  
**Que Dongwu**  
*Executive Director and Chief Executive Officer*

Hong Kong, 15 August 2019

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors:*

*Mr. Zhang Xu (Chairman), Ms. Que Dongwu (Chief Executive Officer), Mr. Lee Kai-Yan, Ms. Lin Lily*

*Non-Executive Director:*

*Mr. Chan Chi Yu*

*Independent Non-Executive Directors (in alphabetical order):*

*Mr. Chan Wai Hei, William, Ms. Law Chi Yin, Cynthia, Mr. Zhang Anzhi*

*\* For identification purpose only*