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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) RESIGNATION OF DIRECTOR;
(2) APPOINTMENT OF DIRECTOR; AND
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

(1) RESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (“**Directors**” and each a “**Director**”) of Vanke Property (Overseas) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that Mr. Shium Soon Kong resigned from his office of independent non-executive Director with effect from 28 February 2019 due to personal reasons and other commitments. Mr. Shium has confirmed that (i) he has no claims against the Group in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there is no matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Shium to the Company during his term of service.

(2) APPOINTMENT OF DIRECTOR

The Board announces that with effect from 1 March 2019, Mr. Zhang Anzhi has been appointed as the independent non-executive Director. The biographical profile of Mr. Zhang is set out below:

Mr. Zhang Anzhi, aged 47, has extensive experience in investment banking, corporate finance, investment and general management. Mr. Zhang worked at Deutsche Bank Aktiengesellschaft from 2009 to 2018, during which period he served in various management positions and his last position was Managing Director and Vice Chairman of Greater China Corporate Finance. Prior to that, he worked at Merrill Lynch (Asia Pacific) Limited from 2004 to 2009 and his last position was Director and Head of

Corporate Finance China. Before joining Merrill Lynch, Mr. Zhang worked at J.P. Morgan plc and The Hongkong and Shanghai Banking Corporation Limited as an investment banker. Mr. Zhang currently serves as Chairman of Tempus Investment Holding Hongkong Limited.

Mr. Zhang has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director for a fixed term of three years with effect from 1 March 2019 and the appointment will be terminable by either party by two-month notice in writing. Mr. Zhang will hold office until the first annual general meeting after the appointment and shall then be eligible for re-election at that meeting. Thereafter, Mr. Zhang will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company's Articles of Association, and may also be terminated by the Board or shareholders of the Company in accordance with the Company's Articles of Association or the Companies Law of the Cayman Islands. Mr. Zhang will receive an annual remuneration fixed at HK\$150,000 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, Mr. Zhang confirms that:

- (i) he has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any other positions in the Group;
- (ii) he has not held any directorship in other Hong Kong or overseas listed public companies in the last three years;
- (iii) he 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 appointment 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 Board would like to extend its warm welcome to Mr. Zhang in joining the Board.

(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES

As a result of the resignation of Mr. Shium as an independent non-executive Director, he has ceased to act as the chairman of the Remuneration Committee and a member of the Nomination Committee with effect from 28 February 2019. Mr. Zhang has been appointed as the chairman of the Remuneration Committee and a member of the Nomination Committee with effect from 1 March 2019.

By order of the board of
VANKE PROPERTY (OVERSEAS) LIMITED
Que Dongwu
Executive Director and
Chief Executive Officer

Hong Kong, 1 March 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)

Non-Executive Directors (in alphabetical order):

Mr. Chan Chi Yu, Mr. Lee Kai-Yan, Ms. Lily Lin

Independent Non-Executive Directors (in alphabetical order):

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