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vanke 万科
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)

**BOARD CHANGES
AND
CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE
AND THE AUDIT COMMITTEE OF THE COMPANY**

The board (the “**Board**”) of directors (the “**Directors**”) of Vanke Property (Overseas) Limited (the “**Company**”) is pleased to announce that the appointment of Ms. Law Chi Yin, Cynthia (“**Ms. Law**”) as an independent non-executive director of the Company (“**INED**”) has been approved by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 22 May 2015 (the “**AGM**”). Ms. Law was further appointed by the Board as the chairman of the nomination committee and a member of the audit committee of the Company effective upon conclusion of the AGM.

Mr. Chung Wai Sum, Patrick (“**Mr. Chung**”) has ceased to be an INED, the chairman of the nomination committee and a member of the audit committee of the Company effective upon conclusion of the AGM.

Board changes

Reference is made to the announcements of the Company dated 10 March 2015 and 13 April 2015, the circular of the Company dated 17 April 2015 (the “**Circular**”) and the announcement of poll results of the AGM dated 22 May 2015.

The Board announces that Mr. Chung has ceased to be an INED, the chairman of the nomination committee and a member of the audit committee of the Company effective upon conclusion of the AGM. Mr. Chung has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the Shareholders. The Board would like to express its gratitude to Mr. Chung for his valuable contribution to the Company during his term of service.

The Board further announces that Ms. Law has been appointed by the Shareholders at the AGM as an INED and by the Board as the chairman of the nomination committee and a member of the audit committee of the Company effective upon conclusion of the AGM filling the vacancies in the Board and the committees following Mr. Chung's resignation. Details of Ms. Law's biographies, her length of appointment and remuneration are set out in the announcement of the Company dated 13 April 2015 and the Circular. The Board welcomes Ms. Law on her appointments.

Change of composition of the nomination committee and the audit committee of the Company

As a result of the aforesaid board changes, the composition of the nomination committee and the audit committee of the Company have been changed effective upon conclusion of the AGM as follows:

- (i) the nomination committee of the Company comprising Ms. Law (chairman), Mr. Zhang Xu and Mr. Shium Soon Kong; and
- (ii) the audit committee of the Company comprising Mr. Chan Wai Hei, William (chairman), Mr. Chan Chi Yu and Ms. Law.

By order of the Board
Vanke Property (Overseas) Limited
Que Dong Wu
Executive Director

Hong Kong, 22 May 2015

As at the date of this announcement (after the conclusion of the AGM), the directors of the Company are:

Executive Directors:

Mr. Zhang Xu, Ms. Que Dong Wu

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. Shium Soon Kong