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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)

## PROPOSED APPOINTMENT OF DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Vanke Property (Overseas) Limited (the “**Company**”) is pleased to announce the proposed appointment of Ms. Law Chi Yin, Cynthia as an Independent Non-Executive Director, the Chairman of the Nomination Committee and a member of the Audit Committee of the Company. The proposed appointment is subject to approval by the shareholders of the Company at the annual general meeting of the Company to be held on 22 May 2015 (the “**AGM**”).

Reference is made to the announcement of the Company dated 10 March 2015 in relation to board changes and change of composition of the Audit Committee of the Company.

The Board proposes to appoint Ms. Law Chi Yin, Cynthia (“**Ms. Law**”) as an Independent Non-Executive Director, the Chairman of the Nomination Committee, a member of the Audit Committee of the Company to fill up the vacancies in the Board and the committees following the retirement of Mr. Chung Wai Sum, Patrick (“**Mr. Chung**”) at the AGM. In accordance with the Articles of Association of the Company, an ordinary resolution in relation to the appointment of Ms. Law as an Independent Non-Executive Director will be put forward for shareholders’ approval at the AGM.

The biographical details of Ms. Law are as follows:

Ms. Law, aged 49, has over 27 years of experience in banking and finance. Ms. Law joined The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) in 1987 and worked there until her recent retirement as the Managing Director and Deputy Head of Banking of HSBC, China in August 2014. Ms. Law is a veteran banker possessing banking, capital markets and management experience across HSBC’s key global businesses including retail banking and wealth management, commercial banking, global trade and receivable finance and had, since 1996, been specialized in global banking and markets in Mainland China. She is currently an adviser to JL Capital Pte. Ltd., a fund management company licensed by the Monetary Authority of Singapore, in relation to their China related investments. Ms. Law graduated from the University of Toronto with a double major degree in Computer Science for Data Management and Commerce. She is a chartered financial analyst.

A letter of appointment is proposed to be signed by Ms. Law and the Company, which appointment is terminable by either party by one month's notice in writing. Subject to approval of the shareholders at the AGM, Ms. Law will be appointed as an Independent Non-Executive Director for a fixed term of three years commencing from the date of conclusion of the AGM and 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. Ms. Law will receive an annual remuneration fixed at HK\$150,000 plus allowances for attending meetings, which is the same as the remuneration of the other Independent Non-Executive Directors and has been determined by reference to her expected workload and responsibilities with the Company and the Company's remuneration policies.

Subject to her appointment as an Independent Non-Executive Director being approved by the shareholders of the Company, Ms. Law will act as the Chairman of the Nomination Committee and a member of the Audit Committee of the Company with effect from the date of conclusion of the AGM to fill up the vacancies in these committees following the retirement of Mr. Chung.

As at the date of this announcement, save as disclosed above, Ms. Law confirms that:

1. she does not have any relationship with any of the Directors, senior management or substantial or controlling shareholders of the Company;
2. she does not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
3. she does not hold other positions in the Company or its subsidiaries; and
4. she did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the preceding three years.

Save as disclosed above, Ms. Law and the Board are not aware of any information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor is there any other matter that needs to be brought to the attention of the shareholders of the Company.

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

Hong Kong, 13 April 2015

*As at the date of this announcement, 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, Mr. Chung Wai Sum, Patrick, Mr. Shium Soon Kong*