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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)**

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

**RESIGNATION OF DIRECTORS**

The board of directors (the “**Board**”) of Vanke Property (Overseas) Limited (the “**Company**”) announces the following board changes:

- (i) Mr. Wang Wen Jin (“**Mr. Wang**”) has tendered his resignation as a Non-Executive Director and a member of the Audit Committee of the Company with effect from 11 March 2015, due to other work commitments; and
- (ii) Mr. Chung Wai Sum, Patrick (“**Mr. Chung**”) has tendered his resignation as an Independent Non-Executive Director, the Chairman of the Nomination Committee and a member of the Audit Committee of the Company effective upon conclusion of the Company’s next annual general meeting to be held on 22 May 2015, as he would like to devote more time to his personal endeavours.

Each of Mr. Wang and Mr. Chung confirms that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Wang and Mr. Chung for their valuable contribution to the Company during their respective terms of service.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Nomination Committee will begin a search for an appropriate candidate by reference to the board diversity criteria set out in the Company’s Board Diversity Policy to fill up the vacancies in the Board and board committees following the retirement of Mr. Chung.

## **CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE**

The Board further announces that with effect from 11 March 2015, Mr. Chan Chi Yu, a Non-Executive Director, has been appointed as a member of the Audit Committee.

Further announcement in relation to Mr. Chung's resignation as an Independent Non-Executive Director and the appointment of his replacement will be made when such resignation and appointment take effect.

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

Hong Kong, 10 March 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 Directors:*

*Mr. Wang Wen Jin, 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*