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中國奧園地產集團股份有限公司
China Aoyuan Property Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3883)

**CHANGE OF DIRECTORS AND
CHANGE OF CHIEF EXECUTIVE OFFICER AND
GRANT OF SHARE OPTIONS**

The Board announces that:

- (1) Mr. Yang has been appointed as an ED and the COO of the Company with effect from 20 January 2011;
- (2) Mr. Cheung has been appointed as an INED, a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively with effect from 20 January 2011;
- (3) Mr. Wolansky has resigned as a NED and a vice chairman of the Board with effect from 20 January 2011; and
- (4) Mr. Guo Zi Ning has been appointed as the chief executive officer of the Company in replacement of Mr. Guo Zi Wen with effect from 20 January 2011.

Appointment of directors

The board of directors (the “**Board**”) of China Aoyuan Property Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that:

- (1) Mr. Yang Zhong (楊忠) (“**Mr. Yang**”) has been appointed as an executive director (“**ED**”) and the chief operating officer (“**COO**”) of the Company with effect from 20 January 2011; and

(2) Mr. Cheung Kwok Keung (張國強) (“**Mr. Cheung**”) has been appointed as an independent non-executive director of the Company (“**INED**”), a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively with effect from 20 January 2011.

Mr. Yang

Mr. Yang, aged 42, has been appointed as an ED and the COO of the Company with effect from 20 January 2011. He has the qualification of a PRC registered real estate appraiser and is a registered supervision engineer with extensive, comprehensive professional and management experience in the real estate industry in the PRC. Mr. Yang worked in two reputable property developers prior to joining the Group in September 2009 and since then, he has been primarily responsible for the overall management of the operations of the Group.

Save as disclosed above, Mr. Yang did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding his appointment and he has not held any other major appointment and qualifications.

Pursuant to the service contract made between the Company and Mr. Yang, the appointment of Mr. Yang is for a term of 3 years and thereafter his appointment will continue until terminated by either party giving to the other party not less than three months’ prior written notice. Mr. Yang is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company and he will hold office only until the next following general meeting of the Company and then be eligible for re-election at such meeting in accordance with Article 86(3) of the articles of association of the Company. Mr. Yang is entitled to receive salaries being HKD2,500,000 per annum, which commensurate with his duties and responsibilities as an ED and the prevailing market situation.

Mr. Yang is not related to any directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Yang does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) as at the date of this announcement except the share options disclosed in “Grant of Share Options” section below.

Mr. Cheung

Mr. Cheung, aged 44, has been appointed as an INED, a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively with effect from 20 January 2011. Mr. Cheung has over 20 years of experience in auditing, accounting and financial management. Mr. Cheung is the chief financial officer and company secretary of Lee & Man Paper Manufacturing Limited (理文造紙有限公司) and he is also an independent non-executive director of Sheng Yuan Holdings Limited (盛源控股有限公司), both of which are listed on the Stock Exchange. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Cheung did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding his appointment and he has not held any other major appointment and qualifications.

Pursuant to the appointment letter made between the Company and Mr. Cheung, the appointment of Mr. Cheung is for a term of one year and thereafter may be extended for such period as the Company and Mr. Cheung may agree in writing. Mr. Cheung is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company and he will hold office only until the next following general meeting of the Company and then be eligible for re-election at such meeting in accordance with Article 86(3) of the articles of association of the Company. Mr. Cheung's remuneration is fixed at HKD250,000 per annum, which commensurates with his duties and responsibilities as an INED and the prevailing market situation.

Mr. Cheung had not previously held and is not, until his appointment as INED, holding any position with the Company and/or its subsidiaries. He is independent of the directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules. Mr. Cheung does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the date hereof except the share options disclosed in "Grant of Share Options" section below.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the aforesaid appointment.

The Board would like to welcome Mr. Yang and Mr. Cheung for joining as members of the Board.

Resignation of Mr. Paul Steven Wolansky

The Board further announces that Mr. Paul Steven Wolansky ("**Mr. Wolansky**") has resigned as a non-executive director of the Company ("**NED**") and a vice chairman of the Board with effect from 20 January 2011 as he is engaged most of his time overseas. Subsequently, Mr. Leung Ping Chung, Hermann, an existing NED, has ceased to act as the alternate director to Mr. Wolansky immediately upon the resignation of Mr. Wolansky pursuant to the articles of association of the Company.

Mr. Wolansky has confirmed that there is no disagreement with the Board and is not aware of any matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express sincere appreciation to Mr. Wolansky for his valuable contribution to the Company during his tenure of service.

Change of Chief Executive Officer

Mr. Guo Zi Ning, an existing executive director of the Company, has been appointed as the chief executive officer of the Company in replacement of Mr. Guo Zi Wen with effect from 20 January 2011. Mr. Guo Zi Wen remains as an ED and the chairman of the Company. The Board believed that separation of the roles of the chairman and chief executive officer would further enhance the corporate governance, management and operation effectiveness of the Company as a whole.

Grant of Share Options

This section is made pursuant to rule 17.06A of the Listing Rules.

The Board announces that on 20 January 2011, the Company granted options (the “**Options**”) to subscribe for a total of 4,300,000 ordinary shares of HK\$0.01 each of the Company (the “**Shares**”) to two of its directors (the “**Grantees**”) under the share option scheme of the Company adopted on 13 September 2007. The Options are subject to the acceptance of the Grantees.

Details of the Options are set out below:

Date of grant	: 20 January 2011
Total number of Options granted	: 4,300,000
Closing price of the Shares on the date of grant	: HK\$1.55 per Share
The average closing price of the Shares for the five business days immediately preceding the date of grant	: HK\$1.55 per Share

Details of the Options granted to each Grantee are set out below:

Name of Grantee	Position	Number of Options	Exercise price	Validity period of the Options
Mr. Cheung	INED	300,000	HK\$1.55 per Share	The exercise period for the Options granted to Mr. Cheung is 36 months commencing from the date of grant
Mr. Yang	ED	4,000,000	HK\$1.55 per Share	The exercise period for the Options granted to Mr. Yang is as follows: (i) Options representing 2,000,000 Shares are exercisable from the date of 2011 annual result announcement to 31 December 2014; and (ii) Options representing the remaining 2,000,000 Shares are exercisable from the date of 2012 annual result announcement to 31 December 2014.
		Total: 4,300,000		

The grant of such Options to the above directors has been approved by all INEDs in accordance with the Listing Rules and the rules governing the share option scheme of the Company.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them.

By order of the Board
China Aoyuan Property Group Limited
Guo Zi Wen
Chairman

Hong Kong, 20 January 2011

As at the date hereof, the Board consists of (after abovementioned change) (1) the executive directors namely Mr. Guo Zi Wen, Mr. Guo Zi Ning, Mr. Hu Da Wei, Mr. Lam Kam Tong, Ms. Xin Zhu and Mr. Yang Zhong; (2) the non-executive directors namely Mr. Wu Jie Si, and Mr. Leung Ping Chung, Hermann; (3) the independent non-executive directors namely Mr. Song Xian Zhong, Mr. Ma Kwai Yuen, Mr. Tsui King Fai and Mr. Cheung Kwok Keung.