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WINSOR PROPERTIES HOLDINGS LIMITED

Incorporated in the Cayman Islands with limited liability

南聯地產控股有限公司

開曼群島註冊成立之有限公司

(Stock Code: 1036)

CHANGE OF AUDITORS

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The Board announces that PricewaterhouseCoopers have tendered their resignation as auditors of the Company with effect from 20 December 2012. The Board resolved on 20 December 2012 to appoint KPMG as the new auditors of the Company to fill the causal vacancy following the resignation of PricewaterhouseCoopers and to hold office until the conclusion of the next annual general meeting of the Company.

CHANGE OF AUDITORS

The board (the “**Board**”) of directors (the “**Directors**”) of Winsor Properties Holdings Limited (the “**Company**”) announces that PricewaterhouseCoopers have tendered their resignation as auditors of the Company with effect from 20 December 2012. The Board resolved on 20 December 2012 to appoint KPMG as the new auditors of the Company to fill the causal vacancy following the resignation of PricewaterhouseCoopers and to hold office until the conclusion of the next annual general meeting of the Company.

Reason for change of auditors

Since mid-July 2012, the Company has become a non-wholly-owned subsidiary of China Vanke Co., Ltd. (“**China Vanke**”). In order to uniform the audit procedures of the Company with that of China Vanke, the Company would like to engage KPMG, the auditors of China Vanke, as its new auditors. The Board is of the opinion such change of auditors is in the interests of the Company and the shareholders (the “**Shareholders**”) of the Company as a whole.

Confirmation

The Board has confirmed that there is no other matter in connection with the resignation of PricewaterhouseCoopers and the appointment of KPMG that needs to be brought to the attention of the Shareholders or creditors of the Company or its subsidiaries, and there is no disagreement between the Company and PricewaterhouseCoopers.

The Company is incorporated under the laws of the Cayman Islands and has been advised that there is no requirement under the laws of the Cayman Islands for the resigning auditors to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders of the Company. PricewaterhouseCoopers have therefore not issued such confirmation.

The Board would like to express its appreciation to PricewaterhouseCoopers for their contribution to the Company during past years of service.

By Order of the Board
Winsor Properties Holdings Limited
Que Dong Wu
Executive Director

20 December 2012, Hong Kong

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