

GEMDALE CORPORATION

Notice of the 2018 Annual General Meeting

The Board of Directors of the Company and all directors hereby warrant that there are no false representations, misleading statements or material omission in this announcement, and they individually and collectively accept full responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

Important notice:

- The date of the annual general meeting (“AGM”): 24 May 2019
- Online voting system to be used for the AGM: the online voting system for shareholders’ general meeting of the Shanghai Stock Exchange

I. Basic information about the AGM

(1) The type of the shareholders’ general meeting and its session

2018 AGM

(2) Convener of the AGM: Board of Directors

(3) Voting methods: the combination of physical voting and online voting will be adopted for this AGM

(4) The date, time and venue for the physical meeting

The date and time: 9:30 am on 24 May 2019

The venue: Gemdale Headquarters in Gemdale Commercial Building, Fuqiang Road, Futian District, Shenzhen

(5) The system and period for online voting and voting time

The system for online voting: the online voting system for shareholders’ general meeting of the Shanghai Stock Exchange

Voting period: 24 May 2019 to 24 May 2019

The online voting system of the Shanghai Stock Exchange will be used for online voting, and the voting time through the voting platform of the trading system

will be the trading hours, that is, 9:15-9:25, 9:30-11:30 and 13:00-15:00, of the day on which the AGM is convened. The voting time through the internet voting platform will be 9:15-15:00 on the day on which the AGM is convened.

(6) The voting procedures in relation to accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and the Northbound Investors

Any vote in relation to accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link shall be conducted in accordance with the “Implementation Rules for Online Voting at Shareholders’ meetings of Companies Listed on the Shanghai Stock Exchange”.

(7) Involving soliciting voting rights from shareholders

Non-applicable

II. Matters to be considered at the meeting

Resolutions considered at this AGM and types of voting shareholders

No.	Description of Resolution	Types of voting shareholders
		Shareholder of A shares
Resolutions subject to non-cumulative voting		
1	2018 Work Report of the Board of Directors	√
2	2018 Work Report of the Board of Supervisors	√
3	2018 Annual Financial Report	√
4	2018 Profit Distribution Plan	√
5	Resolution on the Re-appointment of Deloitte Touche Tohmatsu CPA Ltd. (Special General Partnership) as the Auditor of the Company for 2019	√
6	2018 Annual Report of the Company	√
7	Resolution on the 2019 External Guarantees Mandate of the Company	√
8	Resolution on the Issuance of Debt Financing Instruments by the Company	√

Note: the “Report on Performance of Duties by Independent Directors in 2018” will be heard at the AGM.

1. Time and media for disclosure of the resolutions

Each of the resolutions set out above has been considered and approved at the

36th meeting of the eighth session of the Board of Directors and the 9th meeting of the eighth session of the Board of Supervisors. For details, please see the announcements dated 30 April 2019 published in respect of these resolutions at the website of Shanghai Stock Exchange and in the designated newspapers of the Company for disclosure of information, namely China Securities Journal, Shanghai Securities News and Securities Times.

2. Special resolution(s): Nil

3. Resolution(s) in respect of which votes of minority investors will be counted separately: resolution no. 4, resolution no. 5, resolution no. 7

4. Resolution(s) in respect of which connected shareholders shall abstain from voting:
Nil

Name of connected shareholder(s) who shall abstain from voting: Nil

5. Resolution(s) involving voting by Preferred shareholders : Nil

III. Important Matters for Voting at Shareholders' Meetings

(1) Any holder of A shares of the Company who would like to cast his or her vote through the Shanghai Stock Exchange Online Voting System for Shareholders' meetings could either log in the voting platform of the trading system (through the terminus of any specified securities trading company) or the internet voting platform (URL: vote.sseinfo.com) to vote. Any investor who logs in the internet voting platform to vote for the first time is required to have his or her identity as a shareholder verified. For details, please refer to the instructions for the internet voting platform on the website.

(2) Any holder of A shares of the Company having more than one shareholder's account may vote using any of the said accounts through the Shanghai Stock Exchange Online Voting System for Shareholders' meetings. After voting, such a shareholder is deemed to have cast his or her votes in the same way in respect of all the ordinary shares and or preferred shares of the same class held under his or her said accounts.

(3) For holders of A shares, if the same vote is cast more than once by way of voting in the physical meeting, via Shanghai Stock Exchange Online Voting System or otherwise, the vote first in time shall prevail.

(4) For online voting, submission can only be made after the shareholder has voted on all the resolutions.

IV. Eligibility for attending the Meeting

(1) All shareholders of the Company registered with China Securities Depository and Clearing Corporation Limited Shanghai Branch at the close of trading on Shanghai Stock Exchange on the record date are entitled to attend the AGM. For shareholders failing to attend in person, they are entitled to appoint a proxy to attend and vote at the AGM. A proxy need not be a shareholder of the Company.

Class of Shares	Stock code	Stock Abbreviation	Record date for entitlements
A Shares	600383	Gemdale Corporation	20 May 2019

(2) The directors, supervisors and senior management of the Company.

(3) Counsel(s) engaged by the Company.

(4) Others.

V. Procedures for registration to attend the meeting

(1) Place of registration: Capital Operation Department, Gemdale Commercial Building, Fuqiang Road, Futian District, Shenzhen. Postal code: 518048

(2) Time for registration: from 9:00a.m. to 5:00p.m. on each working day during the period from 21 May 2019 to 23 May 2019

(3) Methods for registration:

Shareholders and their proxies may deliver their registrations by hand, post or fax.

For registration purpose, eligible corporate shareholders shall produce their personal identification documents, copies of ID cards of their legal representatives,

and evidence of shareholding. Where a proxy is appointed, a power of attorney of the legal representatives and copies of ID cards of such proxy so appointed shall be produced as well;

For registration purpose, eligible individual shareholders shall produce copies of their own ID cards and evidence of shareholding. Where a proxy is appointed, copies of ID cards of such proxy so appointed and a power of attorney shall be produced as well.

(4) Note: Shareholders and proxies entitled to attend the AGM are required to bring original certification documents with them.

(5) Address: Gemdale Commercial Building, Fuqiang Road, Futian District, Shenzhen.
Postcode: 518048

(6) Contact persons: Zhang Xiaoyu and Tang Yan

(7) Tel: 0755 -82039509 Fax: 0755 -82039900

VI. Other matters

Shareholders attending the AGM shall be responsible for their own transportation and accommodation expenses.

By order of the Board of Directors of
Gemdale Corporation
30 April 2019

Annex I: Form of Proxy

Documents available for inspection

The resolutions of the 36th meeting of the eighth session of the Board of Directors

Annex I: Form of Proxy

Form of Proxy

To Gemdale Corporation (the “Company”):

I/We hereby appoint Mr. (Ms.) _____ as my/our proxy to attend and vote on my/our behalf at the 2018 AGM of the Company to be held on 24 May 2019.

Number of Ordinary Shares held by the Appointor:

Number of Preferred Shares held by the Appointor:

Shareholder Account Number of the Appointor:

No.	Resolutions subject to non-cumulative voting	For	Against	Abstained
1	2018 Work Report of the Board of Directors			
2	2018 Work Report of the Board of Supervisors			
3	2018 Annual Financial Report			
4	2018 Profit Distribution Plan			
5	Resolution on the Re-appointment of Deloitte Touche Tohmatsu CPA Ltd. (Special General Partnership) as the Auditor of the Company for 2019			
6	2018 Annual Report of the Company			
7	Resolution on the 2019 External Guarantees Mandate of the Company			
8	Resolution on the Issuance of Debt Financing Instruments by the Company			

Signature of Appointor (Corporate Seal):

Signature of Proxy:

ID Card No. of Appointor:

ID Card No. of Proxy:

Date of appointment: _____

Note:

The Appointor shall mark a tick (“√”) in the appropriate box in this form of proxy to indicate how he/she wishes his/her votes to be casted (either “For”, “Against” or “Abstained”). If no specific direction is given herein, the Proxy is entitled to vote at his/ her own discretion.