



金地（集团）股份有限公司
科 学 筑 家

ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE 20TH MEETING OF THE EIGHTH SESSION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company and all its 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.

Gemdale (Group) Co., Ltd. (hereinafter referred to as the "Company") issued the notice for convening the 20th meeting of the eighth session of the Board of Directors on 4 July 2018. The meeting was convened by Mr. Ling Ke, the Chairman of the Board of Directors of the Company. There were 13 directors eligible for voting and all of the 13 directors attended at the meeting. The convening and holding of the meeting complied with the relevant provisions of the Company Law of the People's Republic of China and the Articles of Association of the Company. The following resolutions were considered and passed by the Board of Directors:

1. A Resolution Regarding Nomination of Mr. Luo Sheng as a candidate for the director of the Eighth Session of the Board of Directors was passed by the Board of Directors with 13 affirmative votes, zero objected votes and zero abstained votes.

The Board of Directors agrees to propose the resolution on nomination of Mr. Luo Sheng as a candidate for the director of the Eighth Session of the Board of Directors for consideration and approval at the shareholders' general meeting. The brief biography of the candidate for the director is set out in the appendix I hereto and the opinion of independent directors is set out in the appendix II hereto.

2. The Proposal In Relation To the Convening of the first extraordinary general meeting of 2018 was passed by the Board of Directors with 13 affirmative votes, zero objected votes and zero abstained votes.

For further details, please refer to "Notice on Convening of the first extraordinary General Meeting of 2018" (Announcement No.: 2018-023) published by the Company on the same day.

By order of the Board of Directors of
Gemdale Corporation
7 July 2018

APPENDIX I: Biographical Details of A Candidate for the Director of the Eighth Session of the Board of Directors Mr. Luo Sheng

Luo Sheng, male, aged 48, holds a doctorate degree in Corporate Governance from Business School of Nankai University. He previously served as a chief clerk of the regulation division of the Department of Policy and Regulation, a chief clerk of the market analysis division of the Development and Reform Department, the deputy director and director of corporate governance division of the Development and Reform Department, the deputy director of the Regulation Department of the China Insurance Regulatory Commission; executive director, executive vice president, secretary of the Board, general manager of the Shanghai branch, deputy director of the Development and Reform Department in China Insurance Information Technology Management Co., Ltd. He currently serves as the deputy head of the take-over working team of Anbang Insurance Group as appointed by the China Insurance Regulatory Commission.

Appendix II: An independent opinion of the independent directors regarding nomination of a candidate for the director

Pursuant to the relevant requirements under the Corporate Governance Standards of Listed Company, the Guidelines on the Establishment of Independent Directorship of Listed Companies and the Articles of Association, we, as the independent directors of the Company, have issued an independent opinion regarding the nomination of Mr. Luo Sheng as a candidate for the director of the Eighth Session of the Board of Directors as follows:

1. The nomination procedures of the Company for directors are legal and valid. This nomination is based on the full understanding of the educational background, career path and qualification and expertise of the nominee, and has obtained the consent of the nominee;

2. We have reviewed the nomination proposal and the biography of the candidate for director and consider that the nominated candidate director has not been prohibited to be a director by any provision under the Company Law;

3. We agree to nominate Mr. Luo Sheng to be a candidate for the director of the Eighth Session of the Board of Directors, and will propose this resolution for approval at the shareholders' general meeting

Independent Directors:

Bei Duoguang, Zhang Limin, Chen Jin, Wang Tianguang, Gao Feng