



GEMDALE CORPORATION

THE SCIENCE OF LIVING

**ANNOUNCEMENT ON THE RESOLUTION AT THE 25TH MEETING OF THE
BOARD OF DIRECTORS FOR THE EIGHTH SESSION**

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 Corporation (the “Company”) issued the notice convening the 25th meeting of the Board of Directors for the eighth session on 29 August 2018. The meeting was held by way of communication on 3 September 2018. The convener of the meeting was Mr. Ling Ke, Chairman of the Company. The convening and holding of the meeting was in compliance with the Company Law of the People’s Republic of China and the relevant provisions in the Articles of Association.

The Company has 14 directors, six of which (Mr. Ling Ke, Mr. Huang Juncan, Mr. Chen Bian, Mr. Sun Juyi, Mr. Xu Jiajun and Mr. Wei Chuanjun) abstained from voting. As resolved by the remaining eight directors, the Resolution regarding the Withdrawal of Long-Term Incentive Fund for 2017 was passed by the Board of Directors (FOR: 8 votes; AGAINST: 0 vote; ABSTAIN: 0 vote).

The Board of Directors considered and passed the Resolution regarding the Withdrawal of Long-Term Incentive Fund for 2017 submitted by the Remuneration and Appraisal Committee. The Board of Directors agreed to the Company’s withdrawal of long-term incentive fund for 2017 in the sum of RMB708,661,605.37.

By order of the Board of Directors of
Gemdale Corporation

5 August 2018