

## GEMDALE CORPORATION

### Announcement of the Resolutions of the 2017 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: :**

- Whether this meeting has any resolutions objected? No.

#### I. Convening and Attendance of the Meeting

(I) Date of Convening the General Meeting: 15 May 2018

(II) Venue of Convening the General Meeting: Gemdale Corporation Head Office, Gemdale Commercial Building, Fuqiang Road, Futian District, Shenzhen

(III) Ordinary Shareholders and Preference Shareholders Having Resumed their Voting Rights Present at the Meeting and their Shareholdings:

1、 Number of shareholders and proxies present at the meeting	89
2、 Total number of shares with voting rights held by the shareholders present at the meeting (shares)	2,653,515,541
3、 The proportion of the number of shares with voting rights held by the shareholders present at the meeting in the total number of shares with voting rights of the Company(%)	58.7765

(IV) Whether the method of voting is in compliance with the stipulations of the “Company Law” and the “Articles of Association”, as well as the chairman presiding at the meeting and so on.

This meeting was convened by the Board of the Company, and presided by Mr. Ling Ke, Chairman. The voting of this meeting combined the voting on the spot with the online voting. The methods of convening and holding the meeting as well as voting have complied with the laws, regulations and normative documents, including the “Company Law”, the “Rules for the General Assemblies of Shareholders of Listed Companies”, and the “Rules Governing the Listing of Stocks on Shanghai Stock Exchange” and the stipulations of the “Articles of Association”.

(V) Attendance of Directors and Supervisors of the Company and the Secretary of the Board of Directors

1. 13 members of the 14 current directors of the Company were present at the meeting,

except Mr. Gao Feng, who was unable to attend this General Meeting because of work.

2. 4 members of the 5 current supervisors of the Company were present at the meeting, except Mr. Wang Yong, who were unable to attend this General Meeting because of work.

3. Mr. Xu Jia Jun, Secretary of the Board of Directors and certain management personnel attended this General Meeting.

## II. Consideration and Approval of Resolutions

### (I) Resolutions by means of Non-cumulative Voting

#### 1. Name of Resolution: 2017 Work Report of the Board of Directors

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,652,912,531	99.9773	451,710	0.0170	151,300	0.0057

#### 2. Name of Resolution: 2017 Work Report of the Board of Supervisors

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,652,882,531	99.9761	481,710	0.0182	151,300	0.0057

#### 3. Name of Resolution: 2017 Annual Financial Report

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,652,912,531	99.9773	510,710	0.0192	92,300	0.0035

#### 4. Name of Resolution: 2017 Profit Distribution Plan

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,652,869,131	99.9756	646,410	0.0244	0	0.0000

5. Name of Resolution: Resolution on the Re-appointment of Deloitte Touche Tohmatsu CPA Ltd. (Special General Partnership) as the Auditor of the Company for 2018.

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,648,342,066	99.8050	2,487,975	0.0938	2,685,500	0.1012

6. Name of Resolution: 2017 Annual Report of the Company

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,652,899,531	99.9768	523,710	0.0197	92,300	0.0035

7. Name of Resolution: Resolution on the 2018 External Guarantees Mandate of the Company

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,652,978,831	99.9798	514,410	0.0194	22,300	0.0008

8. Name of Resolution: Resolution on the Issuance of Debt Financing Instruments by the Company

Outcome of Consideration: Approved

Voting Details:

Class of Shareholders	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	2,644,537,412	99.6617	8,896,829	0.3353	81,300	0.0030

(II) Phased Voting on Cash Bonus

	For		Against		Abstained	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
Shareholders holding over 5% ordinary shares	2,253,535,719	100.0000	0	0.0000	0	0.0000
Shareholders holding 1%-5% ordinary shares	367,570,643	100.0000	0	0.0000	0	0.0000
Shareholders holding less than 1% ordinary shares	31,762,769	98.0055	646,410	1.9945	0	0.0000
In particular: Shareholders holding ordinary shares of market value less than RMB0.5 million	8,952,558	96.9787	278,910	3.0213	0	0.0000
Shareholders holding ordinary shares of market value over RMB 0.5 million	22,810,211	98.4144	367,500	1.5856	0	0.0000

(III) In respect of material matters, voting of Shareholders holding less than 5%

Serial No.	Name of Resolution	For		Against		Abstained	
		Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
4	2017 Profit Distribution Plan	387,720,244	99.9995	1,200	0.0003	800	0.0002
7	Resolution on the 2018 External Guarantees	378,854,842	97.7129	8,595,402	2.2169	272,000	0.0702

	Mandate of the Company						
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(IV) Description Regarding the Voting of Resolution.

Nil.

**III. Lawyer’s Attestation**

1. This General Meeting was attested by: Beijing Zhonglun (Shenzhen) Law Firm  
Lawyers: Wu Manqi; Peng Guanping.
2. Concluding Observations in the Lawyer’s Attestation:

The convening and holding of this Shareholders’ General Meeting of the Company, as well as the qualifications of the convener, the procedure of voting, and the outcome of voting and so on are in compliance with relevant laws and regulations, as well as the stipulations of the “Articles of Association”. The resolutions approved at this Annual General Meeting are lawful and effective.

**IV. Contents of Documents Available for Inspection**

1. Resolutions approved at the Shareholders’ General Meeting confirmed by The signatures of the directors present at the meeting and the recorder and affixed with the chop of the Board of Directors;
2. Legal opinions attested by the signature of the officer-in-charge of the attesting law firm and affixed with the official seal.

By order of the Board of Directors of  
Gemdale Corporation  
18 May 2018