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Gemdale Properties and Investment Corporation Limited

金地商置集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 535)

POLL RESULTS OF THE SPECIAL GENERAL MEETING

At the SGM held on 28 November 2014, the ordinary resolutions as set out in the notice of SGM were duly passed.

Reference is made to the circular (the “**Circular**”) of Gemdale Properties and Investment Corporation Limited (the “**Company**”) dated 12 November 2014 in relation to the major and connected transactions and the closure of register of members. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

At the special general meeting of the Company held on 28 November 2014 (“**SGM**”), a poll was demanded by the chairman of the SGM for voting on all proposed resolutions as set out in the notice of the SGM dated 12 November 2014.

As at the date of the SGM, a total of 9,093,101,032 Shares were in issue. Famous Commercial Limited holding 6,565,112,983 Shares, representing approximately 72.20% of the issued share capital of the Company as at the date of the SGM, abstained from voting on all ordinary resolutions proposed at the SGM. As a result, only the Independent Shareholders holding a total of 2,527,988,049 Shares, representing approximately 27.80% of the issued share capital of the Company, were entitled to attend and vote on all ordinary resolutions proposed at the SGM. There were no Shares entitling the Shareholders to attend and to abstain from voting in favour pursuant to Rule 13.40 of the Listing Rules. There were no restrictions on any Shareholders to cast votes only against on any of the resolutions proposed at the SGM.

** For identification purpose only*

The Company's branch share registrar, Tricor Standard Limited, acted as the scrutineer for the vote-taking at the SGM. The poll results are set out as follows:

Ordinary Resolutions		Number of votes (approximately %)	
		For	Against
1.	To approve, confirm and ratify the agreement dated 17 October 2014 entered into between Ever Trusty Commercial Limited (永信商務有限公司) (the "First Vendor") as vendor and 西安金地置業投資有限公司 (Xi'an Gemdale Property Investment Co., Ltd.*) (the "First Purchaser") as purchaser in relation to the disposal of the 100% equity interest in 西安築家置業有限公司 (Xi'an Zhujia Property Company Limited*) by the First Vendor to the First Purchaser and the transactions contemplated thereunder.	358,238,440 (100%)	0 (0%)
2.	To approve, confirm and ratify the agreement dated 17 October 2014 entered into between Integrity Investment (Hong Kong) Limited (誠信投資(香港)有限公司) (the "Second Vendor") as vendor and 瀋陽金地天邦房地產開發有限公司 (Shenyang Gemdale Tianbang Real Estate Development Co., Ltd.*) (the "Second Purchaser") as purchaser in relation to the disposal of the 100% equity interest in 瀋陽金地濱河房地產置業有限公司 (Shenyang Gemdale Binhe Real Estate Development Co., Ltd.*) by the Second Vendor to the Second Purchaser and the transactions contemplated thereunder.	358,238,440 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company.

By Order of the Board

Gemdale Properties and Investment Corporation Limited

Huang Juncan

Chairman and Executive Director

Hong Kong, 28 November 2014

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Ling Ke, Mr. Huang Juncan, Mr. Wei Chuanjun and Mr. Xu Jiajun; and three independent non-executive Directors, namely Mr. Hui Chiu Chung, Mr. Chiang Sheung Yee, Anthony and Mr. Hu Chunyuan.