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SHANGHAI ZENDAI PROPERTY LIMITED

上海証大房地產有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 755)

POLL RESULT OF THE ANNUAL GENERAL MEETING AND CHANGE OF AUDITOR

POLL RESULT OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Zendai Property Limited (the “**Company**”) is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held at Unit A, 29/F, Admiralty Center I, 18 Harcourt Road, Hong Kong at 10:30 am on 30 June 2015, all proposed resolutions, except resolution No. 3, set out in the notice of AGM dated 5 June 2015 (the “**Notice**”) and the New Auditor Resolution (as defined in the announcement of the Company dated 17 June 2015 (“**17 June Announcement**”)) were duly passed by the shareholders of the Company by way of poll.

As at the date of AGM, the total number of shares of the Company (the “**Shares**”) in issue was 14,879,351,515 Shares, which was equivalent to the total number of Shares entitling holders thereof to attend and vote on the resolutions which were voted on at the AGM (“**Resolutions**”). No shareholder of the Company (“**Shareholder**”) was entitled to attend but could only vote against the Resolutions. No Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions. In the circular of the Company dated 5 June 2015 (the “**Circular**”), no party stated its intention to vote against or abstain from voting on any Resolutions.

The Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed to act and acted as the scrutineer for the vote-taking at the AGM. The poll results of the AGM were as follow:

Resolutions		Number of Shares represented by votes cast and percentage of total number of votes cast	
		For	Against
1.	To receive and adopt the audited financial statements and reports of the Directors and auditors for the year ended 31 December 2014	9,041,725,801 Shares (100%)	0 Shares (0%)
2.	A. (i) To re-elect Mr. Zhang Chenguang as executive Director	9,041,725,801 Shares (100%)	0 Shares (0%)
	(ii) To re-elect Mr. Zhong Guoxing as executive Director	9,041,725,801 Shares (100%)	0 Shares (0%)
	(iii) To re-elect Dr. Wang Hao as executive Director	9,041,725,801 Shares (100%)	0 Shares (0%)
	(iv) To re-elect Ms. Li Li Hua as executive Director	9,041,725,801 Shares (100%)	0 Shares (0%)
	B. To authorise the Board of Directors to fix the Directors' remuneration	9,041,725,801 Shares (100%)	0 Shares (0%)
3.	To re-appoint BDO Limited as the Company's auditors and to authorise the Board of Directors to fix their remuneration	Not Applicable	Not Applicable
3A.	To appoint PricewaterhouseCoopers as the Company's auditors and to authorise the Board of Directors to fix their remuneration	9,012,710,801 Shares (99.68%)	29,015,000 Shares (0.32%)
4.	A. To grant a general mandate to the Directors to allot, issue and deal with the Company's shares	9,012,710,801 Shares (99.68%)	29,015,000 Shares (0.32%)
	B. To grant a general mandate to the Directors to repurchase the Company's shares	9,041,725,801 Shares (100%)	0 Shares (0%)
	C. To add the nominal amount of the shares repurchased by the Company to the general mandate granted to the Directors under Resolution 4A. above	9,012,710,801 Shares (99.68%)	29,015,000 Shares (0.32%)

The full text of the Resolutions are set out in the Notice and the 17 June Announcement. As more than 50% of the votes were cast in favour of the Resolutions (except resolution No. 3), they were duly passed as ordinary resolutions of the Company.

CHANGE OF AUDITOR

The Board further announces that, before the AGM was held, BDO limited indicated to the Company that it would not seek re-appointment as auditor of the Company at the AGM. As such, resolution No. 3 of the AGM was not put to voting at the AGM and BDO Limited has retired as auditor of the Company with effect from the conclusion of the AGM.

The Company has received a confirmation from BDO Limited that there are no matters which BDO Limited needs to bring to the attention of the Shareholders in relation to the change of auditor of the Company. The Board would like to take this opportunity to express its sincere gratitude to BDO Limited for the services it has provided to the Company in previous years.

With reference to the 17 June Announcement and further to the fact that resolution No. 3A of the AGM was passed as an ordinary resolution at the AGM, PricewaterhouseCoopers (“**PwC**”) is appointed as the new auditor of the Company. PwC will hold office from the conclusion of the AGM until the until the conclusion of the next annual general meeting of the Company.

The Company will make a separate announcement today regarding the changes of Directors which are to take effect today.

By order of the Board
Shanghai Zendai Property Limited
Zhang Chenguang
Chairman of the Board

Hong Kong, 30 June 2015

As at the date of this announcement, the executive Directors are Mr. Zhang Chenguang, Mr. Zhong Guoxing, Dr. Wang Hao and Ms. Li Li Hua, the non-executive Directors are Mr. Xu Xiaoliang and Mr. Gong Ping, and the independent non-executive Directors are Mr. Lai Chik Fan, Mr. Li Man Wai, Mr. Chow Alexander Yue Nong and Dr. Xu Changsheng.

* *for identification purpose only*