



金地商置

Gemdale ■ Properties and Investment

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)

Proxy form for use at the Special General Meeting to be held on Wednesday, 16 December 2015 at 2:30 p.m. (and at any adjournment thereof)

I/We (note 1) _____ of _____ being the registered holder(s) of (note 2) _____ shares of par value of HK\$0.10 each (the "Share(s)") in the capital of Gemdale Properties and Investment Corporation Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (note 3) _____ of _____ to act for me/us as my/our proxy to attend the Special General Meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 December 2015 at 2:30 p.m. (and at any adjournment thereof), and to vote for me/us as indicated below (note 4).

Table with 3 columns: Ordinary Resolutions, FOR (note 4), and AGAINST (note 4). It lists three resolutions regarding the Sale and Purchase Agreement, the re-election of Mr. Loh Lian Huat, and the re-election of Ms. Zhang Feiyun.

Date: _____

Signature (note 5): _____

Notes:

- 1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of Share(s) registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION(S).
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation's behalf.
6. Where there are joint registered holders of any Share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.

* For identification purpose only