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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of the shareholders of Gemdale Properties and Investment Corporation Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) entered into among Reiley Inc. (the “**Vendor**”) as the vendor, Constant Gain Developments Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company, as the purchaser and the Company as the issuer dated 13 November 2015 in relation to the proposed acquisition (the “**Acquisition**”) of the entire issued share capital of Bestbeat Limited at a total consideration of RMB228,172,973, a copy of the Sale and Purchase Agreement having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of 646,366,795 new shares (the “**Consideration Shares**”) of HK\$0.10 each in the capital of the Company to the Vendor (or its nominee), credited as full paid up, to satisfy the consideration for the Acquisition be and are hereby approved; and
- (c) any one or more directors of the Company be and are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the

Sale and Purchase Agreement and to do all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereby.”

2. “**THAT** Mr. Loh Lian Huat be and is hereby re-elected as a non-executive director of the Company.”
3. “**THAT** Ms. Zhang Feiyun be and is hereby re-elected as a non-executive director of the Company.”

By order of the Board
Gemdale Properties and Investment Corporation Limited
Huang Juncan
Chairman and Executive Director

Hong Kong, 1 December 2015

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

***Head office and principal place of
business in Hong Kong:***

Suites 3602-3608, 36th Floor
Two International Finance Centre
No. 8 Finance Street, Central
Hong Kong

Notes:

1. The register of members of the Company will be closed from Tuesday, 15 December 2015 to Wednesday, 16 December 2015 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the entitlement to attend and vote at the SGM, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with 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 for registration not later than 4:00 p.m. on Monday, 14 December 2015.
2. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the SGM is enclosed in the circular to the shareholders of the Company dated 1 December 2015.

4. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office 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 SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally 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 shares shall alone be entitled to vote in respect thereof.
6. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Ling Ke, Mr. Huang Juncan, Mr. Xu Jiajun and Mr. Wei Chuanjun; two non-executive Directors, namely Mr. Loh Lian Huat and Ms. Zhang Feiyun and three independent non-executive Directors, namely Mr. Hui Chiu Chung, Mr. Chiang Sheung Yee, Anthony and Mr. Hu Chunyuan.

** For identification purpose only*