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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 RESULTS OF THE ANNUAL GENERAL MEETING AND RETIREMENT AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR

POLL RESULTS 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 7/F Nexxus Building, 41 Connaught Road Central, Central, Hong Kong at 10:30 am on 23 June 2016, all proposed resolutions set out in the notice of AGM dated 17 May 2016 (the “**Notice**”) were duly passed by the shareholders of the Company by way of poll.

Unless the context otherwise requires, capitalised terms shall have the same meaning given to those terms in the circular of the Company dated 17 May 2016 (the “**Circular**”).

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, 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 2015	9,449,482,020 Shares (100%)	0 Shares (0%)
2.	A. (i) To re-elect Mr. Gong Ping as non-executive Director	9,370,917,020 Shares (99.17%)	78,565,000 Shares (0.83%)
	(ii) To re-elect Mr. Lai Chik Fan as independent non-executive Director	9,448,882,020 Shares (99.99%)	600,000 Shares (0.01%)
	(iii) To re-elect Mr. Chow, Alexander Yue Nong as independent non-executive Director	9,448,882,020 Shares (99.99%)	600,000 Shares (0.01%)
	(iv) To re-elect Dr. Xu Changsheng as independent non-executive Director	9,448,882,020 Shares (99.99%)	600,000 Shares (0.01%)
	B. (i) To elect Mr. Pan Wen as non-executive Director	9,448,882,020 Shares (99.99%)	600,000 Shares (0.01%)
	C. To authorise the Board of Directors to fix the Directors' remuneration	9,448,882,020 Shares (99.99%)	600,000 Shares (0.01%)
3.	To re-appoint PricewaterhouseCoopers, certified public accountants, as the Company's auditors and to authorise the Board of Directors to fix their remuneration	9,449,482,020 Shares (100%)	0 Shares (0%)
4.	A. To grant a general mandate to the Directors to allot, issue and deal with the Company's shares	9,392,117,020 Shares (99.39%)	57,365,000 Shares (0.61%)
	B. To grant a general mandate to the Directors to repurchase the Company's shares	9,448,882,020 Shares (99.99%)	600,000 Shares (0.01%)
	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	9,392,117,020 Shares (99.39%)	57,365,000 Shares (0.61%)

The full text of the Resolutions are set out in the Notice. As more than 50% of the votes were cast in favour of the Resolutions, they were duly passed as ordinary resolutions of the Company.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

As set out in the Circular, according to the Bye-laws 86 and 87 and the Corporate Governance Code of the Listing Rules, Mr. Xu Xiaoliang (“**Mr. Xu**”), a non-executive Director, should have retired from office and then be eligible for re-election at the AGM. However, due to changes in personnel within the Fosun Group, Mr. Xu did not offer himself for re-election and has retired from his directorship with the Company with effect from the conclusion of the AGM.

Mr. Xu has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement as a Director that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to thank Mr. Xu for his contributions to the Company during his term of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Pursuant to the passing of Resolution No. 2B(i) at the AGM, the Board is pleased to announce that with effect from 23 June 2016, Mr. Pan Wen (“**Mr. Pan**”) has been appointed as a non-executive Director.

The biographical details of Mr. Pan are as follows:

Mr. Pan Wen

Mr. Pan Wen (“**Mr. Pan**”), aged 46, has been appointed as a non-executive Director of the Company, effective from 23 June 2016. Mr. Pan graduated from Tongji University, the PRC in 1993 with a bachelor’s degree in civil engineering and obtained the MBA from the Fudan University, the PRC in 2001.

Mr. Pan joined Fosun Group in October 2013. He now serves as vice president and general manager of the investment & development department of Fosun Property Holdings. Before that, Mr. Pan served as a director of the consulting department of CBRE from January 2002 to January 2004, vice president at Global Logistic Properties from October 2004 to December 2009, general manager of east China of the investment & development department of Wanda Group from January 2010 to December 2011 and assistant vice president of Orient Land Company Limited from March 2012 to October 2013. As at 31 December 2015, Fosun Group and Fosun International Limited (the parent company of Fosun Group) together have a 99.15% control of Shanghai Forte Land Co., Limited, which has 100% control of China Alliance Properties Limited and China Alliance Properties Limited held approximately 14.05% of issued shares of the Company.

Mr. Pan’s directorship with the Company is for 2 years commencing from the date of AGM but will be subject to rotation and re-election at general meetings of the Company in accordance with the Bye-laws. The emolument of Mr. Pan is zero, which is determined by mutual agreement.

Save as disclosed above, (i) Mr. Pan does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and has not held any other positions with the Company or the Group; (ii) for the past three years, Mr. Pan did not hold any directorship in any public companies, the securities of which are listed on the Stock Exchange or overseas; (iii) Mr. Pan does not have any interest in the Shares within the meaning of Part XV of the SFO; (iv) there are no other matters in relation to Mr. Pan that are required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (v) there are no other matters in relation to the appointment of Mr. Pan that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Pan to the Board.

By order of the Board
Shanghai Zendai Property Limited
Li Li Hua
Executive Director

Hong Kong, 23 June 2016

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. Gong Ping and Mr. Pan Wen, 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*