

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 Friday, 15 July 2016 at 10:30 a.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 Corp	oration Limited (the "Company") HEREBY APPOINT THE
CHAIRMAN OF THE MEETING or (note 3)	
of	
	Meeting of the Company to be held at Boardroom 6, Mezzanine rbour Road, Wanchai, Hong Kong on Friday, 15 July 2016 at me/us as indicated below (note 4).
Ordinary Resolutions	FOR (note 4) AGAINST (note 4)
(1) To approve, confirm and ratify the sale and purchase more particularly set out in the notice convening the S Meeting) and the transactions contemplated thereu authorise the directors of the Company to do all such act necessary in connection with the foregoing.	Special General ander; and to
(2) To authorise the Company's participation and bid at the defined in the circular of the Company dated 29 Ju "Circular")) through the Purchaser (as defined in the no the Special General Meeting); to authorise the Compa with the Possible Acquisition (as defined in the Circula Purchaser, if the bid is successful, at a maximum co RMB450 million and to approve the transactions thereunder; and to authorise the directors of the Compa with the Public Bid and, if the bid is successful, com Possible Acquisition and to exercise all the powers of the to do all such actions which are necessary in connections.	une 2016 (the otice convening any to proceed ar) through the onsideration of contemplated any to proceed appletion of the e Company and
Date:	Signature (note 5):

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Share(s) registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Share(s) 2.
- 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 desired in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) proxy desired in the WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE 4 RESOLUTION(S). IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION(S). Failure to complete any or all the boxes will entitle your proxy to cast his/her votes on the relevant resolutions at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
- 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.

 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.
- 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.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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