

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 (the “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 Friday, 15 July 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement dated 31 December 2015 entered into by and among 深圳威新軟件科技有限公司 (Vision (Shenzhen) Software Technology Co., Ltd.*), a wholly-owned subsidiary of the Company (the “**Purchaser**”), Zhang Bailong (張柏龍), Chen Yubin (陳煜彬), Li Weirong (李維榮), Guo Jing (郭靜), Zhong Qien (鍾啓恩), Tang Chengchen (湯誠忱), Hu Nanhua (胡南華) and Zhu Chuan (朱川) and 廣州無綫電集團有限公司 (Guangzhou Radio Group Co., Ltd.*) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) in relation to the sale and purchase of 273,600,000 shares of RMB1 each in the capital of 廣州廣電房地產開發集團股份有限公司 (Guangzhou Guangdian Property Development Group Shares Co., Ltd.*) (the “**Target Company**”), representing 76% of the equity interest in the Target Company, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate and desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

* For identification purpose only

2. “**THAT:**

- (a) the Company be and is hereby authorised through the Purchaser to participate and bid at the Public Bid (as defined in the circular of the Company dated 29 June 2016 (the “**Circular**”), of which the notice convening this meeting forms part and a copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification) for the acquisition of the 86,400,000 shares of RMB1 each in the capital of the Target Company, representing 24% of the equity interest in the Target Company;
- (b) the Company be and is hereby authorised through the Purchaser to participate and proceed with the Possible Acquisition (as defined in the Circular), if the bid is successful, at a total consideration of up to RMB450 million, being the maximum consideration at which the Purchaser will bid at the Public Bid for the Possible Acquisition and the transactions contemplated thereunder be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised to proceed with the Public Bid and, if the bid is successful, completion of the Possible Acquisition and to exercise all the powers of the Company and to do all things and acts and execute and deliver all documents, as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions in connection with the Public Bid and, if the bid is successful, the Possible Acquisition including, where necessary, affix the common seal of the Company on such documents.”

By order of the Board

Gemdale Properties and Investment Corporation Limited

Huang Juncan

Chairman and Executive Director

Hong Kong, 29 June 2016

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. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies 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.
2. A form of proxy for use at the SGM is enclosed in the circular to the shareholders of the Company dated 29 June 2016.
3. 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.
4. 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.
5. As at the date of this notice, the Board comprises four executive directors of the Company, namely Mr. Ling Ke, Mr. Huang Juncan, Mr. Xu Jiajun and Mr. Wei Chuanjun; two non-executive directors of the Company, namely Mr. Loh Lian Huat and Ms. Zhang Feiyun and three independent non-executive directors of the Company, namely Mr. Hui Chiu Chung, Mr. Chiang Sheung Yee, Anthony and Mr. Hu Chunyuan.