



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 Annual General Meeting to be held on Monday, 29 May 2017 at 10:30 a.m. (and at any adjournment thereof)

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ share(s) 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 Annual General Meeting of the Company to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 May 2017 at 10:30 a.m. (and at any adjournment thereof), and to vote for me/us as indicated below (note 4).

Ordinary Resolutions		For (note 4)	Against (note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2016.		
2.	To declare a final dividend for the year ended 31 December 2016.		
3.	(A) To re-elect Mr. Huang Juncan as an executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
	(B) To re-elect Mr. Xu Jiajun as an executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
	(C) To re-elect Mr. Hui Chiu Chung as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
4.	To re-appoint the auditors and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors to repurchase shares.		
6.	To grant a general mandate to the directors to allot and issue new shares.		
7.	To extend the general mandate granted to the directors to issue new shares by adding the number of shares repurchased.		

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) registered in your name(s).
- 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. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE 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 wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.

* For identification purpose only