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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND DISTRIBUTION OF FINAL DIVIDEND

The board of directors (the “**Board**”) of the Company is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting held on 29 May 2017. All resolutions were duly passed as ordinary resolutions of the Company.

The final dividend of the Company for the year ended 31 December 2016 is expected to be distributed on or about 30 June 2017.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting of Gemdale Properties and Investment Corporation Limited (the “**Company**”) held on 29 May 2017 (“**AGM**”), a poll was demanded by the Chairman of the AGM for voting on all proposed resolutions as set out in the notice of the AGM dated 25 April 2017 (“**Notice of AGM**”).

As at the date of the AGM, a total of 15,797,667,827 shares of the Company were in issue and entitled the holders of which to attend and vote at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

** For identification purpose only*

The Company's branch share registrar, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking at the AGM. The poll results are set out as follows:

| Ordinary Resolutions | | Number of votes (%) | |
|----------------------|---|---------------------------|------------------------|
| | | For | Against |
| 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. | 7,022,575,960 (99.99%) | 24,000 (0.01%) |
| 2. | To declare a final dividend for the year ended 31 December 2016. | 7,023,793,960 (99.99%) | 24,000 (0.01%) |
| 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. | 7,010,925,682 (99.82%) | 12,892,278 (0.18%) |
| | (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. | 6,905,757,682 (98.32%) | 118,060,278 (1.68%) |
| | (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. | 6,851,246,848 (97.54%) | 172,571,112 (2.46%) |
| 4. | To re-appoint the auditors and to authorise the board of directors of the Company to fix their remuneration. | 7,023,793,960 (99.99%) | 24,000 (0.01%) |
| 5. | To grant a general mandate to the directors to repurchase shares. | 7,023,793,960 (99.99%) | 24,000 (0.01%) |
| 6. | To grant a general mandate to the directors to allot and issue new shares. | 6,802,794,090 (96.85%) | 221,023,870 (3.15%) |
| 7. | To extend the general mandate granted to the directors to issue new shares by adding the number of shares repurchased. | 6,810,691,048 (96.97%) | 213,126,912 (3.03%) |

Full text of the above resolutions are set out in the Notice of AGM.

As more than 50% of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company.

DISTRIBUTION OF FINAL DIVIDEND

Following the approval by the shareholders of the Company at the AGM, the Board is pleased to announce that the Company will distribute a final dividend of RMB0.02 per share (equivalent to HK\$0.02267 per share) for the year ended 31 December 2016 payable on or about 30 June 2017 to the shareholders whose names appear on the register of members of the Company on 9 June 2017. The final dividend shall be declared in RMB and paid in Hong Kong dollars. The relevant exchange rate is HK\$1: RMB0.88205, being the average middle rate of Hong Kong dollars to RMB as announced by the People's Bank of China for the period from 23 May 2017 to 29 May 2017.

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

Hong Kong, 29 May 2017

As at the date of this announcement, 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.