



金地（集团）股份有限公司  
科 学 筑 家

## ANNOUNCEMENT ON THE RESOLUTION PASSED AT THE THIRTEENTH MEETING OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company and all its members hereby warrant that there are no false representations, misleading statements or material omission in this announcement, and they individually and collectively accept full responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

Gemdale Corporation (hereinafter referred to as the "Company") issued the notice for convening the thirteenth meeting of the ninth session of the Board of Directors on 23 February 2021. The meeting was held by means of telecommunication on 26 February 2021. The meeting was convened by Mr. Ling Ke, the Chairman of the Board of Directors of the Company. There were thirteen Directors eligible for voting and all of the thirteen directors voted at the meeting. The convening and holding of the meeting complied with the relevant provisions of the Company Law of the People's Republic of China and the Articles of Association. The following resolutions were considered and passed by the Board of Directors:

**1. “The Resolution on the Nomination of Ms. Bian Xuemei as the Candidate for Director of the Ninth Session of the Board of Directors” was passed by the Board of Directors with 13 affirmative votes, 0 objected votes and 0 abstained votes.**

Due to personal job change, Ms. Chen Aihong, a Director, applied to resign as a Director of the ninth session of the Board of Directors, a member of the audit committee under the Board of Directors and a member of the strategic committee under the Board of Directors. The Board of Directors would like to extend its gratitude to Ms. Chen Aihong for her due care and diligence during her term of service.

The Board of Directors agreed the nomination of Ms. Bian Xuemei as the candidate for Director of the ninth session of the Board of Directors. The resolution was submitted to the general meeting for consideration and approval. For the brief biography of the candidate for Director, please refer to Appendix I of this announcement. For the opinions of independent Directors, please refer to Appendix II of this announcement.

**2. “Self-assessment Report and Rectification Plan on Special Activity of Corporate Governance” was passed by the Board of Directors with 13 affirmative votes, 0 objected votes and 0 abstained votes.**

In accordance with “The Opinions on Further Improving the Quality of Listed Companies” (Guo Fa [2020] No.14, hereinafter referred to as the "Opinion") by the State Council, and “The Notice of Shenzhen Securities Regulatory Bureau on Promoting Listed Companies within the Administrative Region to Implement Entity Responsibilities, Improve Governance and Realize High Quality Development” (Shen Zhen Ju Gong Si Zi [2020] No.128, hereinafter referred to as the "Notice") by China Securities Regulatory Commission, Shenzhen Office, the Company has organized related personnel inside and outside the Company to learn the Opinion seriously, and carried out self-assessment on corporate governance and completed the rectification plan pursuant to the requirements of the Notice.

The Company took this special activity of corporate governance as an opportunity to conduct self-assessment seriously on internal system and its implementation in accordance with the relevant provisions of laws and regulations and the Articles of Association. In general, the Company has established and improved relatively complete and reasonable corporate governance structure and internal control system. With the development of the Company and changes in the external environment, the Company needs to continuously enhance its self-building and standard operation, increase the level of corporate governance and operating management, and further improve the internal control system.

**3. “Resolution on Convening of the First Extraordinary General Meeting of 2021” was passed by the Board of Directors with 13 affirmative votes, 0 objected votes and 0 abstained votes.**

For details, please refer to the “Notice of Convening the First Extraordinary General Meeting of 2021” (announcement No.: 2021-007) published by the Company on the same date.

The Board of Directors of Gemdale Corporation

27 February, 2021

### **Appendix I: The Brief Biography of Ms. Bian Xuemei, the Candidate for Director of the Ninth Session of the Board of Directors:**

Bian Xuemei, female, aged 47. Ms. Bian holds a bachelor of laws degree in security administration from People's Public Security University of China. She has successively served as the associate staff member of the Futian Branch of Shenzhen Municipal Public Security Bureau, and the head of the education section of Shenzhen Futian District Education Bureau. She is currently the chairman of the board of supervisors of Shenzhen Futian Investment Holdings Co., Ltd.

### **Appendix II: Independent Opinions of Independent Directors on the Nomination of the Candidate for Director**

Pursuant to the relevant provisions under the Corporate Governance Standards of Listed Company, the Guidelines on the Establishment of Independent Directorship of Listed Companies and the Articles of Association, we, as the independent Directors of the Company, express the following independent opinions on the nomination of Ms. Bian Xuemei as the candidate for Director of the ninth session of the Board of Directors by the Board of Directors:

1. The procedure for nomination of the candidate for Director is legal and valid. The nomination is conducted on the basis of full understanding of the nominee's comprehensive profile such as educational background, career experience and professional qualifications and was agreed by the nominee;

2. After reviewing the resolution in relation to the nomination of the candidate for Director and her brief biography, we are of the view that the nominated candidate for Director is not prohibited from holding the positions as required by the Company Law;

3. We agree the nomination of Ms. Bian Xuemei as the candidate for Director of the ninth session of the Board of Directors of the Company. The resolution was submitted to the general meeting for election.

Independent Directors: Chen Jin, Wang Tianguang, Hu Yebi,

Gu Feng and Lv Zhiwei