

## **GEMDALE CORPORATION**

# **NOTICE OF CONVENING THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

The Board of Directors of the Company and all its directors 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.

### **Important notice:**

- The date of the shareholders' meeting: 16 March 2021
- Online voting system to be used for this general meeting: the online voting system for shareholders' general meeting of the Shanghai Stock Exchange

### **I. Basic information about the meeting**

- (1) The type of the shareholders' meeting and its session:

The First Extraordinary General Meeting of 2021

- (2) Convener of the extraordinary general meeting: Board of Directors

- (3) Voting methods: the combination of physical voting and online voting will be adopted for this shareholders' meeting

- (4) The date, time and venue for the physical meeting

The date and time: 9:30 a.m. on 16 March 2021

The venue: 32/F, Gemdale Center , No. 2007 Shennan Boulevard, Gangxia Community, Futian Road, Futian District, Shenzhen

- (5) The system and period for online voting and voting time

The system for online voting: the online voting system for shareholders' general meeting of the Shanghai Stock Exchange

Voting period: from 16 March 2021 to 16 March 2021

The online voting system of the Shanghai Stock Exchange will be used for online voting, and the voting time through the voting platform of the trading system will be the trading hours, that is, 9:15-9:25, 9:30-11:30 and 13:00-15:00, of the day on which the shareholders' general meeting is convened. The voting time through the internet voting platform will be 9:15-15:00 of the day on which the shareholders' general meeting is convened.

(6) The voting procedures in relation to accounts in respect of margin trading and securities lending, refinancing and buy-back agreement business and the Northbound Investors.

Any vote in relation to accounts in respect of margin trading and securities lending, refinancing and buy-back agreement business and investors of the Northbound Trading Link shall be conducted in accordance with the "Implementation Rules for Online Voting at Shareholders' meetings of Companies Listed on the Shanghai Stock Exchange" and other relevant provisions.

(7) Involving public soliciting voting rights from shareholders

Non-applicable.

## II. Matters to be considered at the meeting

Resolutions considered at this shareholders' meeting and types of voting shareholders

No.	Description of Resolution	Types of voting shareholders
		Shareholder of A shares
Resolution(s) subject to non-cumulative voting		
1	Resolution on the election of Ms. Bian Xuemei as a director of the ninth session of the Board of Directors	√

### 1. Time and media for disclosure of the resolutions

The resolution set out above has been considered and approved at the 13th

meeting of the ninth session of the Board of Directors. For details, please see the announcements published in respect of these resolutions on 27 February 2021 on the website of Shanghai Stock Exchange and in the designated newspapers of the Company for disclosure of information, namely China Securities Journal, Shanghai Securities News and Securities Times.

2. Special resolution(s): resolution no. 1
3. Resolution(s) in respect of which votes of minority investors will be counted separately: resolution no. 1
4. Resolution(s) in respect of which connected shareholders shall abstain from voting: Nil  
Name of connected shareholder(s) who shall abstain from voting: Nil
5. Resolution(s) involving voting by Preferred shareholders: Nil

### **III. Important Matters for Voting at Shareholders' Meetings**

(1) Any shareholder of A shares of the Company who would like to cast his or her vote through the Shanghai Stock Exchange Online Voting System for Shareholders' meetings could either log in the voting platform of the trading system (through the terminus of any specified securities trading company) or the internet voting platform (URL: [vote.sseinfo.com](http://vote.sseinfo.com)) to vote. Any investor who logs in the internet voting platform to vote for the first time is required to have his or her identity as a shareholder verified. For details, please refer to the instructions for the internet voting platform on the website.

(2) Any shareholder of A shares of the Company having more than one shareholder's account may vote using any of the said accounts through the Shanghai Stock Exchange Online Voting System for Shareholders' general meetings. After voting, such a shareholder is deemed to have cast his or her votes in the same way in respect of all the ordinary shares or preferred shares of the same class held under his or her said accounts.

(3) For shareholders of A shares, if the same vote is cast more than once by way of voting in the physical meeting, via Shanghai Stock Exchange Online Voting System or otherwise, the vote first in time shall prevail.

(4) For online voting, submission can only be made after the shareholder has voted on all the resolutions.

#### **IV. Eligibility for attending the Meeting**

(1) All shareholders of the Company registered with China Securities Depository and Clearing Corporation Limited Shanghai Branch at the close of trading on Shanghai Stock Exchange on the record date are entitled to attend the shareholders' meeting (see the table below for details). For shareholders failing to attend in person, they are entitled to appoint a proxy to attend and vote at the shareholders' meeting. A proxy need not be a shareholder of the Company.

<b>Class of Shares</b>	<b>Stock code</b>	<b>Stock Abbreviation</b>	<b>Record date for Entitlements</b>
A Shares	600383	Gemdale Corporation	11 March 2021

(2) The directors, supervisors and senior management of the Company

(3) Counsel(s) engaged by the Company

(4) Others

#### **V. Procedures for registration to attend the meeting**

(1) Place of registration: Capital Operation Department, 31/F, Gemdale Center, No. 2007, Shennan Boulevard, Ganxia Community, Futian Sub-district, Futian District, Shenzhen. Postcode: 518026

(2) Time for registration: from 9:00 a.m. to 5:00 p.m. on each working day during the period from 12 March 2021 to 15 March 2021

(3) Methods for registration: Shareholders and their proxies may deliver their registrations by hand or post. For registration purpose, eligible corporate shareholders shall produce their personal identification documents, copies of ID cards of their legal representatives, and evidence of shareholding. Where a proxy is appointed, a power of attorney of the legal representatives and copies of ID cards of such proxy so appointed shall be produced as well; eligible individual shareholders shall produce copies of their own ID cards and evidence of shareholding. Where a proxy is appointed, copies of ID cards of such proxy so appointed and a power of attorney shall be produced as well.

(4) Note: Shareholders and proxies entitled to attend the meeting are required to bring original certification documents with them.

(5) Address: Capital Operation Department, 31/F, Gemdale Center, No.2007, Shennan

Boulevard, Ganxia Community, Futian Sub-district, Futian District, Shenzhen.  
Postcode: 518026

(6) Contact persons: Zhang Xiaoyu and XuJia

(7) Tel: 0755 -82039509

## **VI. Other matters**

Shareholders attending the meeting shall be responsible for their own transportation and accommodation expenses.

By order of the Board of Directors of  
Gemdale Corporation  
27 February 2021

Annex I: Form of Proxy

- *Documents available for inspection: the resolutions of the Board of Directors to be proposed to convene the shareholders' meeting*

## Annex I: Form of Proxy

### Form of Proxy

To Gemdale Corporation (the “Company”):

I/We hereby appoint Mr. (Ms.)\_\_\_\_\_ as my/our proxy to attend and vote on my/our behalf at the 2021 First Extraordinary General Meeting of the Company to be held on 16 March 2021.

Number of Ordinary Shares held by the Appointor:

Number of Preferred Shares held by the Appointor:

Shareholder Account Number of the Appointor:

No.	Resolution(s) subject to non-cumulative voting	For	Against	Abstained
1	Resolution on the election of Ms. Bian Xuemei as a director of the ninth session of the Board of Directors			

Signature of Appointor (Corporate Seal):

Signature of Proxy:

ID Card No. of Appointor:

ID Card No. of Proxy:

Date of appointment: \_\_\_\_\_

Note:

The Appointor shall mark a tick (“√”) in the appropriate box in this form of proxy to indicate how he/she wishes his/her votes to be casted (either “For”, “Against” or “Abstained”). If no specific direction is given herein, the Proxy is entitled to vote at his/ her own discretion.