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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)

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

This announcement is made by Gemdale Properties and Investment Corporation Limited (the ''**Company**'') pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the ''**Listing Rules**'').

The board (the ''**Board**'') of directors (the ''**Directors'**') of the Company proposes to make certain amendments (the ''**Proposed Amendments**'') to the existing bye-laws of the Company (the ''**Existing Bye-laws**'') to bring the Existing Bye-laws in line with the latest regulatory requirements under the Listing Rules to, among others (i) align with the expanded paperless regime (including but not limited to enabling the Company to hold hybrid general meetings and providing electronic voting); (ii) allow any notices or documents to be given or issued by the Company by means of website without additional consent or notification; (iii) allow the payment of dividend or other corporate action proceeds to the shareholders of the Company (the ''**Shareholders**'') via electronic means; (iv) allow the holding and disposing of the shares of the Company as treasury shares in view of the treasury share regime under the Listing Rules; and (v) make other consequential and housekeeping changes to the Existing Bye-laws.

Further, in recent years, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong have announced the proposed implementation of the Uncertificated Securities Market ("**USM**"), which aims to enable investors to hold and manage their securities in Hong Kong in their own names and electronically (in uncertificated form). To cater for the USM regime, the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) as well as other amendments to various existing legislation (including the SFO) (collectively "**USM Legislation**") were passed by the Legislative Council on 16 April 2025, and were announced to be scheduled to come into operation in phases starting from 2026. In view of the upcoming implementation of the USM regime, the Proposed Amendments also included certain amendments to bring the Existing Bye-laws in line with the latest legal and regulatory requirements to be introduced under the USM Legislation and the proposed consequential amendments to the Listing Rules, and other applicable laws, rules and regulations related to USM.

Accordingly, the Board proposes to adopt the new bye-laws of the Company incorporating the Proposed Amendments (the ''**New Bye-laws**'') in substitution for, and to the exclusion of, the Existing Bye-laws. The Proposed Amendments, as well as the adoption of the New Bye-laws, are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the ''**AGM**''). A circular containing, among others, details of the Proposed Amendments and the adoption of the New Bye-laws, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board
Gemdale Properties and Investment Corporation Limited
Xu Jiajun
Executive Director

Hong Kong, 7 May 2026

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Huang Juncan, Mr. Xu Jiajun. Mr. Li Ronghui 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. Xia Xinping.

** For identification purpose only*