
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Jin Jiang Capital Company Limited**, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Shanghai Jin Jiang Capital Company Limited*

上海錦江資本股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02006)

**(1) GENERAL MANDATE TO ISSUE SHARES;
(2) PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company for the year 2019 to be held at 1:30 p.m. on Friday, 19 June 2020 at Room Haihua, 5/F, Shanghai Hyland, 505 Nanjing Road East, Huangpu District, Shanghai, the PRC is set out on pages 22 to 28 of this circular.

A form of proxy for use at the annual general meeting is enclosed herewith and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you intend to attend the annual general meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Friday, 29 May 2020; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish.

* *The Company is registered as a non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name “Shanghai Jin Jiang Capital Company Limited”.*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General Mandate to issue Shares	4
Amendments to the Articles of Association	4
Voting by poll at the AGM	5
Recommendation	5
General information	5
Appendix I — Proposed Amendments to the Articles of Association	6
Notice of Annual General Meeting	22

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting for the year 2019 of the Company to be held at 1:30 p.m. on Friday, 19 June 2020 at Room Haihua, 5/F, Shanghai Hyland, 505 Nanjing Road East, Huangpu District, Shanghai, the PRC
“AGM Notice”	the notice of AGM
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	上海錦江資本股份有限公司 (Shanghai Jin Jiang Capital Company Limited), a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange
“Director(s)”	directors(s) of the Company
“Domestic Shares”	domestic invested Shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for in RMB by PRC investors
“General Mandate”	a general mandate to issue Domestic Shares and H Shares representing up to 20% of the respective aggregate nominal value of share capital of issued Domestic Shares and H Shares as at the date of passing the relevant resolution
“Group”	the Company and its subsidiaries
“H Shares”	overseas-listed foreign invested Shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in HK\$
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holders of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



Shanghai Jin Jiang Capital Company Limited*
上海錦江資本股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02006)

Executive Directors:

Mr. Yu Minliang (*Chairman*)
Ms. Guo Lijuan (*Vice Chairman*)
Mr. Chen Liming (*Vice Chairman*)
Mr. Ma Mingju
Ms. Zhou Wei
Mr. Sun Yu

Independent Non-Executive Directors:

Mr. Ji Gang
Dr. Rui Mingjie
Mr. Shen Liqiang

Legal address of the Company:

Room 316-318
No. 24 Yang Xin Dong Road
Shanghai, the PRC

Principal place of business in the PRC:

26/F., Union Building
No. 100 Yan'an East Road
Shanghai, the PRC

Principal place of business in Hong Kong:

Room 3203, 32nd Floor
Shun Tak Centre, West Tower
200 Connaught Road Central
Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES;
(2) PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM, the Company will propose (among other things) (i) the grant of the General Mandate to the Board to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares; and (ii) the amendments to the Articles of Association.

The purpose of this circular is to give you the AGM Notice, and to provide you with all the information reasonably required to enable you to make an informed decision on whether to vote for or against the above-mentioned proposals at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

To ensure operational flexibility and discretion of the Board to issue new Shares, a special resolution will be proposed by the Company to grant the General Mandate to the Board to allot, issue and otherwise deal with additional Domestic Shares and H Shares of the Company with aggregate nominal value representing up to 20% of the respective aggregate number of issued Domestic Shares and H Shares as at the date of passing such resolution.

As at the date of this circular, the Shares of the Company in issue comprised 4,174,500,000 Domestic Shares and 1,391,500,000 H Shares. Subject to the approval for the General Mandate to issue Shares and on the basis that no further Shares will be issued prior to the AGM, the Company may issue up to 834,900,000 Domestic Shares and 278,300,000 H Shares. Any exercise of the power by the Board under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board currently has no plan to issue new Shares pursuant to the General Mandate.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As announced by the Company on 27 April 2020, in accordance with respective requirements under the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Company has proposed to amend certain clauses of the Articles of Association in accordance with relevant provisions of the Company Law of the People's Republic of China and the Articles of Association after taking into account the requirements of the Company's operations and management. The Company will propose a special resolution at the AGM to obtain approval for the proposed amendments to the Articles of Association.

The Board is of the view that the proposed amendments to the Articles of Association is in the interest of the Company and its Shareholders. The proposed amendments to the Articles of Association is subject to the approval of the Shareholders at the AGM by way of special resolution and the completion of relevant approval, registration or filing procedures in the PRC.

For full text of the proposed amendments to the Articles of Association, please refer to Appendix I to this Circular.

LETTER FROM THE BOARD

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for every resolution to be voted at the AGM pursuant to Article 8.18 of the Articles of Association.

RECOMMENDATION

The Directors believe that (i) the grant of the General Mandate to the Board to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares; and (ii) the amendments to the Articles of Association, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM as set out in the AGM Notice.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The Articles of Association are written in Chinese and there is no official English translation in respect thereof. Therefore, in case of any discrepancy between the Chinese and English versions of the Articles of Association as set out in Appendix I to this circular, the Chinese version shall prevail.

Yours faithfully
By Order of the Board
Shanghai Jin Jiang Capital Company Limited*
Zhang Jue
Joint Company Secretary

28 April 2020

* *The Company is registered as a non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang Capital Company Limited".*

Clause to be amended	Original clause	Clause as amended
Article 1.7	<p>The Articles of Association are amended pursuant to the relevant provisions of the Company Law, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》, hereinafter referred to as the “Mandatory Provisions”) and the “Letter of Opinion on the Supplementary Amendments to Articles of Associations by Companies to be Listed in Hong Kong” (《關於到香港上市公司對公司章程作補充修改的意見的函》, hereinafter referred to as the “Letter of Opinion on Supplementary Amendments”) and other relevant laws and regulations of the PRC.</p>	<p>The Articles of Association are amended pursuant to the relevant provisions of the Company Law, the Special Regulations, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》, hereinafter referred to as the “Mandatory Provisions”), the “Letter of Opinion on the Supplementary Amendments to Articles of Associations by Companies to be Listed in Hong Kong” (《關於到香港上市公司對公司章程作補充修改的意見的函》 and “Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies” (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) and other relevant laws and regulations of the PRC.</p>

Clause to be amended	Original clause	Clause as amended
Article 3.4	<p>Shares issued by the Company to domestic investors for subscription in RMB shall be called Domestic Shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be called Foreign Shares. Foreign Shares listed overseas shall be called Overseas-listed Foreign Shares.</p> <p>Overseas-listed Foreign Shares issued by the Company and listed in Hong Kong shall be called H Shares. H Shares shall refer to shares of which listing has been approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), with its nominal value denominated in RMB and subscribed for and traded in Hong Kong Dollars. H Shares may also be listed in any stock exchanges within the United States of America in the form of America Depositary Receipts.</p> <p>Subject to the approval of the securities regulatory and supervisory authorities of the State Council, the holders of Domestic Shares of the Company may transfer their shareholdings to overseas investors for listing and dealing overseas. Shares so transferred for listing and dealing on overseas stock exchanges shall comply with the regulatory procedures, provisions and requirements of the overseas stock markets, and such circumstances do not require the voting of a class meeting held for such purposes.</p>	<p>Shares issued by the Company to domestic investors for subscription in RMB shall be called Domestic Shares. Shares issued by the Company to foreign investors for subscription in foreign currency <u>and shares held and purchased from holders of Domestic Shares by foreign investors</u> shall <u>collectively</u> be called Foreign Shares. Foreign Shares listed overseas shall be called Overseas-listed Foreign Shares. <u>Shares not listed overseas shall be called Overseas Non-listed Foreign Shares. Shares listed and traded on overseas stock exchange with the approval of regulatory authorities delegated by the State Council and overseas securities regulatory authorities shall be called Overseas-listed Shares.</u></p> <p>Overseas-listed <u>Shares</u> issued by the Company and listed in Hong Kong shall be called H Shares. H Shares shall refer to shares of which listing has been approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), with its nominal value denominated in RMB and subscribed for and traded in Hong Kong Dollars. H Shares may also be listed in any stock exchanges within the United States of America in the form of America Depositary Receipts.</p>

Clause to be amended	Original clause	Clause as amended
	<p>“Foreign currency” referred to in the preceding paragraph shall include the legal tender of the other countries and territories, other than RMB, which are recognised by the foreign exchange competent authority of the State for payment of share monies to companies.</p>	<p>Subject to the approval of the securities regulatory and supervisory authorities of the State Council, the holders of Domestic Shares of the Company may transfer <u>all or part</u> of their shareholdings to overseas investors for listing and dealing overseas; <u>Domestic Shares may be converted in full or in part into Foreign Shares and Foreign Shares so converted may be listed and traded on overseas stock exchanges.</u> Shares so transferred <u>or converted</u> for listing and dealing on overseas stock markets shall comply with the regulatory procedures, provisions and requirements of the overseas stock markets. The listing and dealing on overseas stock markets of Shares so transferred, <u>or the conversion of Domestic Shares into Foreign Shares and the listing and dealing of such Foreign Shares on overseas stock markets shall</u> not require the voting of <u>the general meeting or</u> a class meeting held for such purposes. <u>Domestic Shares so converted into Overseas-listed Shares shall be treated as the same class as the original Overseas-listed Foreign Shares.</u></p> <p>“Foreign currency” referred to in the preceding paragraph shall include the legal tender of the other countries and territories, other than RMB, which are recognised by the foreign exchange competent authority of the State for payment of share monies to companies.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Clause to be amended	Original clause	Clause as amended
Article 3.5	<p>Subject to the approval of companies approving authority mandated by the State Council, the Company issued a total number of 5,566,000,000 ordinary shares. At the time of its incorporation, the Company issued a total number of 3,300,000,000 ordinary shares to the Promoters, accounting for approximately 59.29% of the total number of ordinary shares issued by the Company. Subsequent to its incorporation, the Company issued a total number of 1,265,000,000 Overseas-listed Foreign Shares (H Shares) (inclusive of the 15% over-allotment option), accounting for approximately 22.73% of the total number of ordinary shares issued by the Company. Subsequent to the issuance of the Overseas-listed Foreign Shares (H Shares), the Company issued a total number of 1,001,000,000 new domestic shares, accounting for approximately 17.98% of the total number of ordinary shares issued by the Company.</p>	<p>Subject to the approval of companies approving authority mandated by the State Council, the Company issued a total number of 5,566,000,000 ordinary shares. At the time of its incorporation, the Company issued a total number of 3,300,000,000 ordinary shares to the Promoters, accounting for approximately 59.29% of the total number of ordinary shares issued by the Company. Subsequent to its incorporation, the Company issued a total number of 1,265,000,000 Overseas-listed Foreign Shares (inclusive of the 15% over-allotment option), accounting for approximately 22.73% of the total number of ordinary shares issued by the Company. Subsequent to the issuance of the Overseas-listed Foreign Shares, the Company issued a total number of 1,001,000,000 new domestic shares, accounting for approximately 17.98% of the total number of ordinary shares issued by the Company.</p>

Clause to be amended	Original clause	Clause as amended
Article 4.3	<p>Subject to the approval of the relevant competent authorities of the State, the Company may repurchase its outstanding issued shares in accordance with the procedures stipulated in the Articles of Association in the following circumstances:</p> <ol style="list-style-type: none"> (1) Cancellation of shares for the purpose of reduction of the Company's capital; (2) Merger with another company holding shares in the Company; (3) Using such shares in connection with staff shareholding plans or share incentives; (4) Requesting the Company to purchase its own shares where shareholders object to the merger or demerger resolution of a general meeting; (5) Using such shares for conversion of convertible bonds issued by the Company; (6) Deemed necessary by the Company for protecting the Company's value and shareholders' interests; (7) Other circumstances permitted by laws and administrative regulations. <p>The acquisition of its own shares by the Company pursuant to the foregoing paragraphs (1) or (2) shall be subject to approval at the general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to the foregoing paragraphs (3), (5) or (6) shall be subject to approval by way of Board resolution at a Board meeting attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or the mandate of the general meeting.</p>	<p>Subject to the approval of the relevant competent authorities of the State, the Company may repurchase its outstanding issued shares in accordance with the procedures stipulated in the Articles of Association in the following circumstances:</p> <ol style="list-style-type: none"> (1) Cancellation of shares for the purpose of reduction of the Company's capital; (2) Merger with another company holding shares in the Company; (3) Using such shares in connection with staff shareholding plans or share incentives; (4) Requesting the Company to purchase its own shares where shareholders object to the merger or demerger resolution of a general meeting; (5) Using such shares for conversion of convertible bonds issued by the Company; (6) Deemed necessary by the Company for protecting the Company's value and shareholders' interests; (7) Other circumstances permitted by laws and administrative regulations. <p>The acquisition of its own shares by the Company pursuant to the foregoing paragraphs (1) or (2) shall be subject to approval at the general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to the foregoing paragraphs (3), (5) or (6) shall be subject to approval by way of Board resolution at a Board meeting attended by more than two-thirds of the directors.</p>

Clause to be amended	Original clause	Clause as amended
Article 6.5	<p>The Company may keep its register of members of Overseas-listed Foreign Shares at an overseas location and appoint an overseas agent to manage the same in accordance with the mutual understanding and agreement between competent securities authorities of the State Council and overseas securities regulatory authorities. The original copy of the register of holders of Overseas-listed Foreign Shares listed in Hong Kong shall be placed at Hong Kong.</p> <p>A duplicate copy of the register of members of the Overseas-listed Foreign Shares shall be placed at the Company's residence; the overseas agent so appointed shall ensure that the original copy of the register of members of the Overseas-listed Foreign Shares is consistent with the duplicate copy at all times. In the event of any inconsistencies between the records of the original and the duplicate copy of the register of members of Overseas-listed Foreign Shares, the original copy shall prevail.</p>	<p>The Company may keep its register of members of Overseas-listed <u>Shares</u> at an overseas location and appoint an overseas agent to manage the same in accordance with the mutual understanding and agreement between competent securities authorities of the State Council and overseas securities regulatory authorities. The original copy of the register of holders of Overseas-listed <u>Shares</u> listed in Hong Kong shall be placed at Hong Kong.</p> <p>A duplicate copy of the register of members of the Overseas-listed <u>Shares</u> shall be placed at the Company's residence; the overseas agent so appointed shall ensure that the original copy of the register of members of the Overseas-listed <u>Shares</u> is consistent with the duplicate copy at all times. In the event of any inconsistencies between the records of the original and the duplicate copy of the register of members of Overseas-listed <u>Shares</u>, the original copy shall prevail.</p>
Paragraph 2 of Article 6.6	<p>The register of members shall comprise the following parts:</p> <ol style="list-style-type: none"> (1) The register of members to be kept in the residence of the Company other than those stipulated in items (2) and (3) of this paragraph; (2) The register of members of Overseas-listed Foreign Shares to be kept at the location of the stock exchange where the Overseas-listed Foreign Shares are listed; (3) Any registers of members to be kept in other places as determined by the board of directors to fulfil requirements for the listing of the shares of the Company. 	<p>The register of members shall comprise the following parts:</p> <ol style="list-style-type: none"> (1) The register of members to be kept in the residence of the Company other than those stipulated in items (2) and (3) of this paragraph; (2) The register of members of Overseas-listed <u>Shares</u> to be kept at the location of the stock exchange where the Overseas-listed Foreign Shares are listed; (3) Any registers of members to be kept in other places as determined by the board of directors to fulfil requirements for the listing of the shares of the Company.

Clause to be amended	Original clause	Clause as amended
Paragraph 1 of Article 6.8	<p>All fully paid-up Overseas-listed Foreign Shares listed in Hong Kong may be freely transferred in accordance with the Articles of Association. However, the board of directors shall have the right to refuse to recognize any instrument of transfer without giving any reason, unless the following conditions are met:</p> <p>(1) A fee (for each instrument of transfer) of HK\$2.50, or such higher fee prescribed by the Hong Kong Stock Exchange having been paid to the Company, for the purpose of registration of any instrument of transfer and other documents which are related to or will affect the title to the shares;</p> <p>(2) The instrument of transfer being related to Overseas-listed Foreign Shares listed in Hong Kong only;</p> <p>(3) The stamp duties chargeable on the instrument of transfer having been paid;</p> <p>(4) The relevant share certificates together with proof evidencing the right of the transferor to transfer the shares as the board of directors may reasonably request having been furnished;</p> <p>(5) The number of joint holders not exceeding 4 in case the shares are intended to be transferred to joint holders.</p>	<p>All fully paid-up Overseas-listed <u>Shares</u> listed in Hong Kong may be freely transferred in accordance with the Articles of Association. However, the board of directors shall have the right to refuse to recognize any instrument of transfer without giving any reason, unless the following conditions are met:</p> <p>(1) A fee (for each instrument of transfer) of HK\$2.50, or such higher fee prescribed by the Hong Kong Stock Exchange having been paid to the Company, for the purpose of registration of any instrument of transfer and other documents which are related to or will affect the title to the shares;</p> <p>(2) The instrument of transfer being related to Overseas-listed <u>Shares</u> listed in Hong Kong only;</p> <p>(3) The stamp duties chargeable on the instrument of transfer having been paid;</p> <p>(4) The relevant share certificates together with proof evidencing the right of the transferor to transfer the shares as the board of directors may reasonably request having been furnished;</p> <p>(5) The number of joint holders not exceeding 4 in case the shares are intended to be transferred to joint holders.</p>

Clause to be amended	Original clause	Clause as amended
Article 6.12	<p>Any party whose name appears on the register of members or any party who requests to have his or her or its name entered into the register of members may apply to the Company for the issuance of new share certificates in respect of the shares concerned (i.e. the “Relevant Shares”) in replacement of lost share certificates (i.e. the “Original Share Certificates”). Applications for the issuance of new share certificates in replacement of lost share certificates by holders of Domestic Shares shall be dealt with in accordance with the provisions of Section 144 of the Company Law.</p> <p>Application for the issuance of new share certificates in replacement of lost share certificates by holders of Overseas-listed Foreign Shares shall be dealt with in accordance with the laws, the rules of the stock exchange or other relevant regulations of the place where the original register of members for Overseas-listed Foreign Shares is kept. The issuance of replacement certificates shall be subject to the following:</p> <p>.....</p>	<p>Any party whose name appears on the register of members or any party who requests to have his or her or its name entered into the register of members may apply to the Company for the issuance of new share certificates in respect of the shares concerned (i.e. the “Relevant Shares”) in replacement of lost share certificates (i.e. the “Original Share Certificates”). Applications for the issuance of new share certificates in replacement of lost share certificates by holders of Domestic Shares and Non-listed Foreign Shares shall be dealt with in accordance Article 144 of the Company Law.</p> <p>Application for the issuance of new share certificates in replacement of lost share certificates by holders of Overseas-listed Shares shall be dealt with in accordance with the laws, the rules of the stock exchange or other relevant regulations of the place where the original register of members for Overseas-listed Shares is kept. The issuance of replacement certificates shall be subject to the following:</p> <p>.....</p>

Clause to be amended	Original clause	Clause as amended
Article 8.5	Written notice of a general meeting shall be given 45 days before the date of the meeting to notify all shareholders on the register of members of the matters to be considered at the meeting and the date and venue of the meeting. A shareholder who intends to attend the meeting shall deliver his or her reply in writing to confirm attendance to the Company 20 days before the date of the meeting.	Written notice of an <u>annual</u> general meeting shall be given <u>20</u> days before the date of the meeting to notify all shareholders on the register of members of the matters to be considered at the meeting and the date and venue of the meeting; <u>notice of an extraordinary general meeting shall be given to shareholders 15 days before the date of the meeting.</u>
Article 8.6	When the Company convenes an annual general meeting, shareholders holding 5% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall include in the agenda of the proposed motions that fall within the scope of the powers of the general meeting.	<u>Shareholders alone or in aggregate holding 3% or above of the total number of voting shares in the Company may propose interim proposals and submit to the board of directors in writing ten days before the date of the general meeting; the board of directors shall notify other shareholders within two days following the receipt of such proposals and shall table such interim proposals at the general meeting for consideration. The contents of interim proposals shall fall within the scope of the powers of the general meeting and carry specific subjects and matters to be resolved upon.</u>
Article 8.7	<p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days before the date of the general meeting from the shareholders. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total voting shares, the Company may hold the meeting, otherwise the Company shall notify the shareholders again within 5 days by way of a public announcement containing the agenda, date and venue for the meeting. The Company may convene the meeting after the publication of such announcement.</p> <p>Matters not stated in the notice of an extraordinary general meeting shall not be determined in such meeting.</p>	<u>The original Article 8.7 is deleted in its entirety and the subsequent clauses are renumbered accordingly.</u>

Clause to be amended	Original clause	Clause as amended
Article 8.8	<p>Formerly Article 8.9</p> <p>A notice of general meeting shall be served on all shareholders (whether or not entitled to vote at the meeting) personally, by delivery in person or prepaid post to their addresses as shown in the register of members. For the holders of Domestic Shares, notice of a general meeting may be issued by way of public notice. For holders of Overseas-listed Foreign Shares, notice of a general meeting may also be published by means of newspapers (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).</p> <p>The public notice referred to in the preceding paragraph shall be published 45 to 50 days before the date of the meeting in one or more newspapers designated by the competent securities authorities of the State Council. Once the public notice is published, all holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p>A notice of general meeting shall be served on all shareholders (whether or not entitled to vote at the meeting) personally, by delivery or prepaid post to their addresses as shown in the register of members. For the holders of Domestic Shares, notice of a general meeting may be issued by way of public notice. For holders of Overseas-listed <u>Shares</u>, notice of a general meeting may also be published by means of newspapers (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).</p> <p>The public notice referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities authorities of the State Council. Once the public notice is published, all holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p>

Clause to be amended	Original clause	Clause as amended
Article 9.3(1) and (2)	<p>The following circumstances shall be deemed to be variation or abrogation of the rights of a certain class of shareholders:</p> <p>(1) The increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of another class having voting rights, rights to distribution or other privileges equivalent or superior to the class of shares in question, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges which have been approved by the securities regulatory and supervisory authorities of the State Council;</p> <p>(2) The conversion of all or part of the shares of such class into shares of another class or vice versa or the grant of such conversion rights, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges which have been approved by the securities regulatory and supervisory authorities of the State Council;</p>	<p>The following circumstances shall be deemed to be variation or abrogation of the rights of a certain class of shareholders:</p> <p>(1) The increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of another class having voting rights, rights to distribution or other privileges equivalent or superior to the class of shares in question, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges <u>or the conversion of Domestic Shares into Foreign Shares for listing and dealing on overseas stock exchanges</u> which have been approved by the securities regulatory and supervisory authorities of the State Council;</p> <p>(2) The conversion of all or part of the shares of such class into shares of another class or vice versa or the grant of such conversion rights, save for the transfer of shares held by holders of Domestic Shares of the Company to overseas investors for listing and dealing on overseas stock exchanges <u>or the conversion of Domestic Shares into Foreign Shares for listing and dealing on overseas stock exchanges</u> which have been approved by the securities regulatory and supervisory authorities of the State Council;</p>

Clause to be amended	Original clause	Clause as amended
Article 9.6	<p>The Company shall give notice of a class meeting in writing 45 days before the date of the class meeting to notify all registered class members of the matters to be considered, the date and venue of the class meeting. A shareholder who intends to attend the class meeting shall deliver his or her written confirmation of attendance 20 days before the date of the class meeting.</p> <p>The Company may convene the class meeting if the number of shares carrying voting rights at the meeting represented by shareholders who intend to attend the meeting reaches more than one half of the voting shares at the class meeting, otherwise the Company shall notify the shareholders again of the matters to be considered and the date and venue for the meeting by way of a public announcement within 5 days. The Company may hold the class meeting after notification by way of such public announcement.</p>	<p>The Company shall give notice of a class meeting in writing <u>20</u> days before the date of the class meeting to notify all registered class members of the matters to be considered, the date and venue of the class meeting.</p>

Clause to be amended	Original clause	Clause as amended
Article 9.8	<p>In addition to other class shareholders, holders of Domestic Shares and holders of Overseas-listed Foreign Shares shall be deemed to be shareholders of different classes.</p> <p>The special procedures for voting at a class meeting shall not apply in the following circumstances:</p> <ol style="list-style-type: none"> (1) The issue of either Domestic Shares or Overseas-listed Foreign Shares or both by the Company at an interval of 12 months with the approval of the general meeting by way of a special resolution, with the number of Domestic Shares and Overseas-listed Foreign Shares proposed to be issued not more than 20% of the number of issued shares outstanding in each class; (2) The completion of plans to issue Domestic Shares and Overseas-listed Foreign Shares upon the Company's incorporation within 15 months from the date of approval of such plans by the China Securities Regulatory Commission; (3) The conversion of Domestic Shares held by holders of Domestic Shares of the Company into H Shares for sale overseas and listing on the Hong Kong Stock Exchange with the approval of the competent securities authorities and permission of the Hong Kong Stock Exchange. 	<p>In addition to other class shareholders, holders of Domestic Shares and holders of Overseas-listed <u>Shares</u> shall be deemed to be shareholders of different classes.</p> <p>The special procedures for voting at a class meeting shall not apply in the following circumstances:</p> <ol style="list-style-type: none"> (1) The issue of either Domestic Shares or Overseas-listed <u>Shares</u> or both by the Company at an interval of 12 months with the approval of the general meeting by way of a special resolution, with the number of Domestic Shares and Overseas-listed <u>Shares</u> proposed to be issued not more than 20% of the number of issued shares outstanding in each class; (2) The completion of plans to issue Domestic Shares and Overseas-listed Foreign Shares upon the Company's incorporation within 15 months from the date of approval of such plans by the China Securities Regulatory Commission; (3) The conversion of Domestic Shares held by holders of Domestic Shares of the Company into Foreign Shares for sale overseas and listing on the Hong Kong Stock Exchange with the approval of the competent securities authorities and permission of the Hong Kong Stock Exchange.

Clause to be amended	Original clause	Clause as amended
Paragraph 2 of Article 15.4	A copy of the financial report, accompanied by the balance sheet (including every document required by PRC laws and administrative regulations to be annexed thereto) and profit and loss account or income and expenditure account (inclusive of the aforesaid report) or the summary financial report shall, at least 21 days before the date of the annual general meeting, be delivered or sent by prepaid post by the Company to every holder of Overseas-listed Foreign Shares at the address shown in the register of members.	A copy of the financial report, accompanied by the balance sheet (including every document required by PRC laws and administrative regulations to be annexed thereto) and profit and loss account or income and expenditure account (inclusive of the aforesaid report) or the summary financial report shall, at least 21 days before the date of the annual general meeting, be delivered or sent by prepaid post by the Company to every holder of Overseas-listed <u>Shares</u> at the address shown in the register of members.
Article 15.17	<p>The Company shall appoint receiving agents to receive on behalf of the holders of Overseas-listed Foreign Shares in respect of the distribution of dividend and other monies payable by the Company on Overseas listed Foreign Shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the relevant provisions of the law or the rules of the stock exchange of the place where the shares of the Company are listed.</p> <p>The receiving agent of monies appointed on behalf of the holders of Overseas-listed Foreign Shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>	<p>The Company shall appoint receiving agents to receive on behalf of the holders of Overseas-listed <u>Shares</u> in respect of the distribution of dividend and other monies payable by the Company on Overseas listed <u>Shares</u>.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the relevant provisions of the law or the rules of the stock exchange of the place where the shares of the Company are listed.</p> <p>The receiving agent of monies appointed on behalf of the holders of Overseas-listed <u>Shares</u> listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>
Article 20.1	Any merger or demerger of the Company shall be proposed by the board of directors and once it has been passed pursuant to the procedures stipulated in the Articles of Association, the relevant approval procedures shall be carried out in accordance with the law. A shareholder who objects to the merger or demerger plan shall be entitled to request the Company or shareholders who agree to the merger or demerger plan to purchase his or her shares at a fair price. The contents of the resolution on merger or demerger of the Company shall be made into a special document to be available for inspection by shareholders. A copy of the said document shall also be sent by post to holders of Overseas-listed Foreign Shares .	Any merger or demerger of the Company shall be proposed by the board of directors and once it has been passed pursuant to the procedures stipulated in the Articles of Association, the relevant approval procedures shall be carried out in accordance with the law. A shareholder who objects to the merger or demerger plan shall be entitled to request the Company or shareholders who agree to the merger or demerger plan to purchase his or her shares at a fair price. The contents of the resolution on merger or demerger of the Company shall be made into a special document to be available for inspection by shareholders. A copy of the said document shall also be sent by post to holders of Overseas-listed <u>Shares</u> .

Clause to be amended	Original clause	Clause as amended
Item (1), Paragraph 1 of Article 23.1	<p>The Company shall abide by the following rules on the resolution of disputes:</p> <p>(1) Disputes or claims related to the Company’s affairs arising between holders of the Overseas-listed Foreign Shares and the Company, or between holders of the Overseas-listed Foreign Shares and the Company’s directors, supervisors, chief executive officer or other senior management officers, or between holders of the Overseas-listed Foreign Shares and holders of the Domestic Shares arising from rights or obligations conferred by the Articles of Association, the Company Law and any other relevant laws and administrative regulations shall be submitted by the relevant parties for resolution by arbitration.</p> <p>Disputes in relation to the identification of a shareholder and the register of members need not be resolved by way of arbitration.</p>	<p>The Company shall abide by the following rules on the resolution of disputes:</p> <p>(1) Disputes or claims related to the Company’s affairs arising between holders of the Overseas-listed <u>Shares</u> and the Company, or between holders of the Overseas-listed <u>Shares</u> and the Company’s directors, supervisors, chief executive officer or other senior management officers, or between holders of the Overseas-listed <u>Shares</u> and holders of the Domestic Shares arising from rights or obligations conferred by the Articles of Association, the Company Law and any other relevant laws and administrative regulations shall be submitted by the relevant parties for resolution by arbitration.</p> <p>Disputes in relation to the identification of a shareholder and the register of members need not be resolved by way of arbitration.</p>
Paragraph 2 of Article 24.1	<p>Unless otherwise provided herein, the term “public announcement” referred to in the Articles of Association means, in the case of a public announcement served on holders of Domestic Shares or a public announcement as required to be published in the PRC in accordance with the relevant provisions and the Articles of Association, the public announcement published in the newspapers in the PRC which are in accordance with the laws and administrative regulations of the PRC; in the case of a public announcement served on holders of Overseas-listed Foreign Shares or such public announcement as required to be published in Hong Kong or other countries and regions in accordance with the relevant provisions and the Articles of Association, the public announcement which must be published in such newspapers in accordance with relevant rules and regulations of such countries and regions.</p>	<p>Unless otherwise provided herein, the term “public announcement” referred to in the Articles of Association means, in the case of a public announcement served on holders of Domestic Shares or a public announcement as required to be published in the PRC in accordance with the relevant provisions and the Articles of Association, the public announcement published in the newspapers in the PRC which are in accordance with the laws and administrative regulations of the PRC; in the case of a public announcement served on holders of Overseas-listed <u>Shares</u> or such public announcement as required to be published in Hong Kong or other countries and regions in accordance with the relevant provisions and the Articles of Association, the public announcement which must be published in such newspapers in accordance with relevant rules and regulations of such countries and regions.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Clause to be amended	Original clause	Clause as amended
Paragraph 3 of Article 24.1	Notwithstanding any other provisions herein regarding the form of the serving of any document, notice or other press, the Company may serve the notice of the Company in the form provided by Article 24.1(4) on the holders of H Shares of the Company by personal delivery or by prepaid posts provided that it complies with the listing rules of the place of listing. The notice of the Company means any document served or to be served by the Company to the shareholders for reference or to take action, including but not limited to, annual report (inclusive of the annual financial report), interim report (inclusive of the interim financial report), notice, press or other written documents of the general meeting.	Notwithstanding any other provisions herein regarding the form of the serving of any document, notice or other press, the Company may serve the notice of the Company in the form provided by Article 24.1(4) on the holders of Foreign Shares of the Company by personal delivery or by prepaid posts provided that it complies with the listing rules of the place of listing. The notice of the Company means any document served or to be served by the Company to the shareholders for reference or to take action, including but not limited to, annual report (inclusive of the annual financial report), interim report (inclusive of the interim financial report), notice, press or other written documents of the general meeting.
Certain clauses in the Articles of Association have been deleted. Accordingly, relevant chapters and clauses have been renumbered, and the numbering of other clauses cited in relevant clauses has also been adjusted.		

* *The Articles of Association and its amendments are written in Chinese without any official English version. Any English translation is provided for reference only and the Chinese version shall prevail in case of any inconsistency between the English and Chinese versions.*

NOTICE OF ANNUAL GENERAL MEETING



Shanghai Jin Jiang Capital Company Limited*

上海錦江資本股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02006)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2019 (the “AGM”) of Shanghai Jin Jiang Capital Company Limited (the “**Company**”) will be held at 1:30 p.m. on Friday, 19 June 2020 at Room Haihua, 5/F, Shanghai Hyland, 505 Nanjing Road East, Huangpu District, Shanghai, the PRC for the following purposes:

by way of ordinary resolutions:

1. to consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2019;
2. to consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2019;
3. to consider and approve the audited financial statements and the auditors’ report of the Company and of the Group as at and for the year ended 31 December 2019;
4. to consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2019 and to authorise the Board to distribute such dividend to shareholders of the Company;
5. to consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong Certified Public Accountants as the Company’s international auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the fixing of their remuneration by the audit and risk control committee of the Board;
6. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company’s PRC auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the fixing of their remuneration by the audit and risk control committee of the Board;

NOTICE OF ANNUAL GENERAL MEETING

by way of special resolutions:

7. to consider and approve the following:

“**THAT:**

- (1) there be granted to the Board an unconditional general mandate to issue, allot and deal with additional shares in the share capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20% of the aggregate number of Domestic Shares of the Company in issue; and/or
 - (ii) 20% of the aggregate number of H Shares of the Company in issue, in each case as at the date of passing this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time) and only if all necessary approvals from China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained;

for the purposes of this resolution:

“**Domestic Shares**” means the domestic invested shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for in Renminbi (“**RMB**”) by PRC investors;

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;

NOTICE OF ANNUAL GENERAL MEETING

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company at a general meeting; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreements);
 - (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
 - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

8. to consider and approve the resolution of the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

For further details of the proposed amendments to the Articles of Association, please refer to the Company’s announcement dated 27 April 2020 and the circular dated 28 April 2020.

By order of the Board
Shanghai Jin Jiang Capital Company Limited*
Zhang Jue
Joint Company Secretary

Shanghai, the PRC, 28 April 2020

Notes:

- (A) Important: You should first review the annual report of the Company for the year 2019 before appointing a proxy. The annual report of the Company for the year 2019 will include the report of the Board for the year 2019, the report of the Supervisory Committee for the year 2019 and the financial statements for the year 2019. The annual report of the Company for the year 2019 will be despatched to the shareholders of the Company to their addresses as shown in the register of members of the Company (the “**Register of Members**”).

For the purpose of holding the AGM, the Register of Members will be closed from Wednesday, 20 May 2020 to Friday, 19 June 2020 (both dates inclusive), during which period no share transfers will be registered. Shareholders of the Company whose names appear on the Register of Members on Friday, 19 June 2020 are entitled to attend and vote at the AGM.

In order to attend the AGM, holders of the Company’s H Shares shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H share registrar and transfer office, not later than 4:30 p.m. on Tuesday, 19 May 2020.

The Board has recommended a final dividend of RMB6.2 cents per share (inclusive of tax) for the year ended 31 December 2019 and, if the relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, the Register of Members will be closed from Thursday, 25 June 2020 to Tuesday, 30 June 2020 (both dates inclusive), during which period no share transfers will be registered. The dividend is expected to be paid no later than 7 August 2020 to those shareholders of the Company whose names appear on the Register of Members on Tuesday, 30 June 2020.

In order to qualify for the final dividend, holders of the Company’s H Shares shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H share registrar and transfer office, not later than 4:30 p.m. on Wednesday, 24 June 2020.

NOTICE OF ANNUAL GENERAL MEETING

The address of Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (hereinafter collectively referred to as the “**CIT Law**”) which took effect on 1 January 2008 and the Notice on Issues relating to the Recognition of Overseas Registered PRC-invested Enterprises as Resident Enterprises based on Actual Management Organisation Standards issued by the State Administration of Taxation on 22 April 2009, the tax rate of the corporate income tax applicable to the income derived from the PRC of a non-resident enterprise is 10%. For this purpose, any H shares registered under the name of a non-individual enterprise, including those registered under the name of HKSCC Nominees Limited, other nominees or trustees such as securities firms and banks, or other organizations or entities, shall be deemed as shares held by non-resident enterprise shareholders (as defined under the CIT Law). The Company will distribute the final dividend to the non-resident enterprise shareholders subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf.

Any resident enterprise (as defined under the CIT Law) which has been legally incorporated in the PRC or which has established de facto administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the Company’s H share Register of Members on Tuesday, 30 June 2020 must deliver an legal opinion issued by a lawyer qualified to practice in the PRC (and endorsed with the law firm’s chop) and relevant document(s) certifying that it is a resident enterprise to Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on Wednesday, 24 June 2020, if they do not wish to have the 10% corporate income tax withheld and paid on their behalf by the Company.

The 10% corporate income tax will not be withheld from the final dividend payable to any natural person shareholders whose names appear on the H share Register of Members of the Company on Tuesday, 30 June 2020. Any natural person investor whose H shares are registered under the name of a non-individual shareholder and who does not wish to have any corporate income tax to be withheld by the Company may consider transferring the legal title of the relevant H Shares into his or her name and duly lodge all transfer documents with the relevant H share certificates with the Company’s H share registrar and transfer office for registration on or before 4:30 p.m. on Wednesday, 24 June 2020.

The Company will not take any responsibility arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding and no action will be taken in this regard.

NOTICE OF ANNUAL GENERAL MEETING

- (B) As at the date of this notice, the shares of the Company in issue comprises 4,174,500,000 Domestic Shares and 1,391,500,000 H Shares. Subject to the approval for resolution No. 7 on the general mandate to issue shares and on the basis that no further shares will be issued prior to the AGM, the Company may issue up to 834,900,000 Domestic Shares and 278,300,000 H Shares.
- (C) Holders of Domestic Shares or H Shares of the Company, who intend to attend the AGM, must complete the reply slips and return them to the Office of the Board of the Company not later than 20 days before the date of the AGM, i.e. not later than Friday, 29 May 2020.

Details of the Office of the Board of Directors are as follows:

26/F., Union Building
No. 100 Yan'an East Road
Shanghai
the People's Republic of China
Post code: 200002
Tel: (86 21) 6326 4000
Fax: (86 21) 6323 8221

- (D) Each holder of H Shares of the Company who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM.
- (E) A proxy must be appointed by a shareholder in writing and the instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of the shareholder being a corporation, must be either executed under its common seal or under the hand of its directors(s) or attorney(s) duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarised.
- (F) For holders of H Shares of the Company, the form of proxy and, if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the AGM (i.e. no later than Thursday, 18 June 2020 at 1:30 p.m.) or any adjournment thereof in order for such documents to be valid.

NOTICE OF ANNUAL GENERAL MEETING

- (G) Each holder of Domestic Shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. Notes (D) to (F) also apply to holders of Domestic Shares of the Company, except that the form of proxy or other documents of authority must be delivered to the Office of the Board of the Company, the address of which is set out in Note (C) above, not later than 24 hours before the time appointed for holding the AGM (i.e. no later than Thursday, 18 June 2020 at 1:30 p.m.) or any adjournment thereof in order for such documents to be valid.
- (H) If a proxy attends the AGM on behalf of a shareholder, he should produce his identity card and the form of proxy signed by the shareholder or his legal representative or his duly authorised attorney, specifying the date of its issuance. If a corporate shareholder appoints its corporate representative to attend the AGM, such representative should produce his identity card and the notarised copy of the resolution passed by the board of directors or other authorities of such corporate shareholder.
- (I) In accordance with the requirements of Rule 13.39(4) of the Listing Rules, all votes of the shareholders to be taken at a general meeting shall be taken by poll. Therefore, in accordance with Article 8.18 of the Articles of Association, the chairman of the AGM will demand a poll for all resolutions to be voted on as set out in this notice of AGM.

On a poll taken at the meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.

- (J) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

As at the date of this notice, the executive directors of the Company are Mr. Yu Minliang, Ms. Guo Lijuan, Mr. Chen Liming, Mr. Ma Mingju, Ms. Zhou Wei and Mr. Sun Yu; and the independent non-executive directors of the Company are Mr. Ji Gang, Dr. Rui Mingjie and Mr. Shen Liqiang.

* *The Company is registered as a non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name “Shanghai Jin Jiang Capital Company Limited”.*