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If you are in any doubt about any aspect of this circular, or as to the action to be taken, you should consult a licensed securities dealer 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 International Hotels (Group) 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.

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Shanghai Jin Jiang International Hotels (Group) Company Limited*
上海錦江國際酒店(集團)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) AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
(3) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, PRC (Post Code: 200020) on Tuesday, 16 June 2009 at 9:00 a.m. is set out on pages 27 to 34 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 Wednesday, 27 May 2009; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed 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 if you so wish.

* *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".*

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DEFINITIONS

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

“Annual General Meeting”	the 2008 annual general meeting of the Company to be held at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, PRC (Post Code: 200020) on Tuesday, 16 June 2009 at 9:00 a.m.
“AGM Notice”	the notice of Annual General Meeting
“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”	上海錦江國際酒店(集團)股份有限公司 (Shanghai Jin Jiang International Hotels (Group) Company Limited), a joint stock limited company established in the PRC, the H shares of which are listed on the Stock Exchange
“Directors”	directors 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 the limit of 20% of each of the aggregate nominal values of the respective issued share capital of 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”	Hong Kong Special Administrative Region of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holders of Share(s)
“Supervisor(s)”	members of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



Shanghai Jin Jiang International Hotels (Group) Company Limited*

上海錦江國際酒店(集團)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. Chen Wenjun
Mr. Yang Weimin (*Chief Executive Officer*)
Mr. Chen Hao
Mr. Yuan Gongyao
Mr. Xu Zurong
Mr. Han Min
Mr. Kang Ming

Legal address of the Company:

Room 316-318
No. 24 Yang Xin Dong 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

Non-Executive Director:

Mr. Shen Maoxing (*Vice Chairman*)

Independent Non-Executive Directors:

Mr. Ji Gang
Mr. Xia Dawei
Mr. Sun Dajian
Dr. Rui Mingjie
Mr. Yang Menghua
Dr. Tu Qiyu
Mr. Shen Chengxiang
Mr. Lee Chung Bo

30 April 2009

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATE TO ISSUE SHARES,
(2) AMENDMENT TO THE ARTICLES OF ASSOCIATION,
(3) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

At the Annual General Meeting, the Company will propose to, among other things, (i) grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares, (ii) amend the Articles of Association and (iii) re-elect the Directors and Supervisors.

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above-mentioned proposals at the Annual General Meeting.

GENERAL MANDATE TO ISSUE SHARES

To ensure flexibility and discretion for the Board to issue new Shares, a special resolution will be proposed to grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and H Shares up to the limit of 20% of each of the aggregate nominal values of the respective issued capital of Domestic Shares and H Shares as at the date of passing such resolution.

As at the date of this circular, the issued share capital of the Company comprised 3,173,500,000 Domestic Shares and 1,391,500,000 H Shares. Subject to the approval of the granting of General Mandate and on the basis that no further Shares are issued before the Annual General Meeting, the Company will be allowed to issue a maximum of 634,700,000 Domestic Shares and 278,300,000 H Shares. Any exercise of the power by the Directors 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 has no present plan to issue new Shares pursuant to the General Mandate.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As stated in the announcement of the Company dated 17 April 2009, a special resolution will be proposed at the Annual General Meeting to approve the proposed amendments to the Articles of Association. Such proposed amendments will have the following effect:

- Subject to compliance with relevant rules and regulations, the Company will be permitted to dispatch corporate communications to holders of H Shares through the Company's website.
- The timing of the payment of the Company's annual dividend will be completed within two months following the convening of a general meeting passing the resolution that approves the profit distribution proposal.
- The Company's scope of operation will be expanded.

LETTER FROM THE BOARD

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and the completion of relevant approval, registration or filing procedures in the PRC.

The full text of the proposed amendments to the Articles of Association is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of 17 Directors, including 8 executive Directors, namely, Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, Mr. Yuan Gongyao, Mr. Xu Zurong, Mr. Han Min, Mr. Kang Ming, 1 non-executive Director, namely, Mr. Shen Maoxing and 8 independent non-executive Directors, namely, Mr. Ji Gang, Mr. Xia Dawei, Mr. Sun Dajian, Dr. Rui Mingjie, Mr. Yang Menghua, Dr. Tu Qiyu, Mr. Shen Chengxiang and Mr. Lee Chung Bo.

In accordance with Article 10.2 of the Articles of Association, a Director shall be elected at Shareholders' general meeting and shall serve a term of three years from the date on which the election takes effect. A Director shall be eligible for re-election upon completion of the term.

Mr. Yu Minliang, Mr. Shen Maoxing, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, Mr. Yuan Gongyao, Mr. Xu Zurong, Mr. Han Min, Mr. Kang Ming, Mr. Ji Gang, Mr. Xia Dawei, Mr. Sun Dajian, Dr. Rui Mingjie, Mr. Yang Menghua, Dr. Tu Qiyu, Mr. Shen Chengxiang and Mr. Lee Chung Bo are Directors of the first session of Board and have offered themselves for re-election as Directors of the second session of the Board. The term of office of the Directors shall commence from the date of the Annual General Meeting and end at the conclusion of the Company's annual general meeting to be held in 2012, upon the approval of their appointments by the Shareholders at the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to re-elect the Directors of the second session of the Board and to authorise the Board to determine the remuneration of the Directors of the second session of the Board.

The biographical details of the candidates proposed to be re-elected as Directors of the second session of the Board at the Annual General Meeting are set out in Appendix II to this circular.

PROPOSED RE-ELECTION OF SUPERVISORS

The Supervisory Committee currently consists of 6 Supervisors, including 2 Shareholders representative Supervisors, namely, Mr. Wang Guoxing and Mr. Ma Mingju, 2 staff representative Supervisors, namely, Mr. Wang Xingze and Ms. Chen Junjin, and 2 independent Supervisors, namely, Ms. Jiang Ping and Mr. Zhou Qiquan.

In accordance with Articles 13.2 of the Articles of Association, Supervisors shall be eligible for re-election upon completion of the term.

LETTER FROM THE BOARD

In accordance with Article 13.3 of the Articles of Association, the Supervisory Committee shall consist of 2 Shareholders representative Supervisors, 2 staff representative Supervisors and 2 independent Supervisors. Shareholders representative Supervisors and independent Supervisors shall be elected and removed by Shareholders' general meeting. Staff representative Supervisors shall be democratically elected and removed by the staff of the Company. The term of a Supervisor elected by Shareholders' general meeting or the staff of the Company shall commence on the date on which the election takes effect and end on the date on which the term of the session of the Supervisory Committee is concluded.

Mr. Wang Guoxing and Mr. Ma Mingju, the Shareholders representative Supervisors, as well as Ms. Jiang Ping and Mr. Zhou Qiquan, the Independent Supervisors, are Supervisors of the first session of the Supervisory Committee and have offered themselves for re-election as Supervisors of the second session of the Supervisory Committee. The term of office of the Supervisors shall be three years from the date on which their appointments take effect. The term of office of Shareholders representative Supervisors and independent Supervisors shall commence from the date of the Annual General Meeting and end at the conclusion of the Company's annual general meeting to be held in 2012, upon the approval of their appointments by the Shareholders at the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to re-elect the Shareholders representative Supervisors and independent Supervisors of the second session of the Supervisory Committee and to authorise the Board to determine the remuneration of the Supervisors of the second session of the Supervisory Committee.

The biographical details of the candidates proposed to be re-elected as Supervisors of the second session of the Supervisory Committee at the Annual General Meeting are set out in Appendix II to this circular.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 (4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore demand a poll for every resolution to be voted at the Annual General Meeting pursuant to Article 8.18 of the Articles of Association.

RECOMMENDATION

The Directors believe that (i) the special resolution in relation to the proposed grant of the General Mandate; (ii) the special resolution in relation to the proposed amendments to the Articles of Association; (iii) the ordinary resolutions in relation to the proposed re-election of Directors and Supervisors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting as set out in the AGM Notice.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. As the text of the Articles of Association is written in Chinese without an official English translation, in case of any discrepancy between the Chinese and English versions of the contents of the Articles of Association set out in Appendix I to this circular, the Chinese version shall prevail.

By Order of the Board of
Shanghai Jin Jiang International Hotels (Group) Company Limited*
Kang Ming
Joint Company Secretary

* *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".*

Index	Articles to be amended	Original Articles	Proposed amendment
1	Paragraph 3 under Article 1.1	The promoters of the Company are Jin Jiang International Holdings Company Limited and Shanghai Huating Group Company Limited . Prior to the initial public offering of overseas-listed foreign Shares (as defined in Article 3.4), the shareholders of the Company were Jin Jiang International Holdings Company Limited and Shanghai Huating Group Company Limited which held State-owned Shares and State-owned legal person Shares respectively.	The promoters of the Company are Jin Jiang International Holdings Company Limited and Shanghai Jin Jiang International Investment & Management Company Limited . Prior to the initial public offering of overseas-listed foreign Shares (as defined in Article 3.4), the shareholders of the Company were Jin Jiang International Holdings Company Limited and Shanghai Jin Jiang International Investment & Management Company Limited which held State-owned Shares and State-owned legal person Shares respectively.
2	Article 1.7	These Articles are amended in accordance with the Company Law, Mandatory Provisions for Companies Listing Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions Regarding the Supplemental Amendments to Articles of Association of Companies to be listed in Hong Kong (hereinafter referred to as “Letter of Opinions on Supplement and Amendment”) and other relevant laws and regulations of the PRC. Unless otherwise provided for under the Company Law or relevant laws and regulations, terms required to be included in these Articles by the Mandatory Provisions shall not be modified or cancelled.	These Articles are amended in accordance with the Company Law, Mandatory Provisions for Companies Listing Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions Regarding the Supplemental Amendments to Articles of Association of Companies to be listed in Hong Kong (hereinafter referred to as “Letter of Opinions on Supplement and Amendment”) and other relevant laws and regulations of the PRC.
3	Paragraph 1 under Article 2.2	The scope of business of the Company covers: corporate investment management, domestic trade, leasing of owned offices and apartments, technical training and consultation for relevant projects (any part of the above scope of business which requires the grant of a permit shall be operated under the required permit).	The scope of business of the Company covers: hotel operation (branch entities only), hotel management, hotel investment, corporate investment management, domestic trade, leasing of owned offices and apartments, operation of car-parks and parking lot, training and consultation for relevant projects (any part of the above scope of business which requires the grant of a permit shall be operated under the required permit).

Index	Articles to be amended	Original Articles	Proposed amendment
4	Paragraphs 1, 2 and 3 under Article 3.6	<p>The Company is, by way of promotion, converted from original Jin Jiang International Hotels (Group) Company Limited into a joint stock company by Jin Jiang International Holdings Company Limited and Shanghai Huating Group Company Limited (as joint promoters) with the approval of People's Government of Shanghai Municipality.</p> <p>Upon the establishment, the share capital structure of the Company comprises a total of 3,300,000,000 ordinary Shares, of which 3,313,500,000 Shares are held by the promoter, Jin Jiang International Holdings Company Limited, representing in aggregate 95% of the total Shares of the Company, and 165,000,000 Shares are held by Shanghai Huating Group Company Limited, representing 5% of the total Shares of the Company. According to the capital verification issued by capital verification institution established by law, as at 22 December 2005, the capital contributions had been fully paid up by the promoters of the Company.</p>	<p>The Company is, by way of promotion, converted from original Jin Jiang International Hotels (Group) Company Limited into a joint stock company by Jin Jiang International Holdings Company Limited and Shanghai Jin Jiang International Investment & Management Company Limited (as joint promoters) with the approval of People's Government of Shanghai Municipality.</p> <p>Upon the establishment, the share capital structure of the Company comprises a total of 3,300,000,000 ordinary Shares, of which 3,313,500,000 Shares are held by the promoter, Jin Jiang International Holdings Company Limited, representing in aggregate 95% of the total Shares of the Company, and 165,000,000 Shares are held by Shanghai Jin Jiang International Investment & Management Company Limited, representing 5% of the total Shares of the Company. According to the capital verification issued by capital verification institution established by law, as at 22 December 2005, the capital contributions had been fully paid up by the promoters of the Company.</p>

Index	Articles to be amended	Original Articles	Proposed amendment
5	Article 3.9	<p>The Company will issue not more than 1,265,000,000 new Shares (including the 165,000,000 Shares under the over-allotment) under its initial public offering. Jin Jiang International Holdings Company Limited and Shanghai Huating Group Company Limited, the holders of State-owned Shares of the Company, will allocate to the National Council for Social Security Fund State-owned Shares calculated based on 10% of the actual number of new Shares to be issued, which is not more than 126,500,000 State-owned Shares and such Shares will be converted into overseas-listed foreign Shares at the time of issuance of new Shares.</p>	<p>The Company will issue not more than 1,265,000,000 new Shares (including the 165,000,000 Shares under the over-allotment) under its initial public offering. Jin Jiang International Holdings Company Limited and Shanghai Jin Jiang International Investment & Management Company Limited, the holders of State-owned Shares of the Company, will allocate to the National Council for Social Security Fund State-owned Shares calculated based on 10% of the actual number of new Shares to be issued, which is not more than 126,500,000 State-owned Shares and such Shares will be converted into overseas-listed foreign Shares at the time of issuance of new Shares.</p>
6	Article 15.13	<p>Following the completion of the issue of overseas-listed foreign Shares by the Company as described in the foregoing Article 3.6, the registered capital will be increased to RMB4,440 million. If the over-allotment option is exercised in full, the registered capital will be increased to RMB4,565 million.</p>	<p>Following the completion of the issue of overseas-listed foreign Shares by the Company as described in the foregoing Article 3.6, the registered capital increased to RMB4,565 million as the over-allotment option was exercised in full.</p>
6	Article 15.13	<p>Subject to Article 15.10, Article 15.11 and Article 15.12 of these Articles, the annual dividend will be distributed within six months after the end of the financial year pro-rata to the shareholding percentage of the shareholders.</p>	<p>Subject to Article 15.10, Article 15.11 and Article 15.12 of these Articles, the annual dividend (or shares) will be distributed within two months after the convening of the general meeting at which the profit distribution proposal is approved by way of resolution pro-rata to the shareholding percentage of the shareholders.</p>

Index	Articles to be amended	Original Articles	Proposed amendment
7	Article 24.1	<p>The notice of the Company may be served as follows:</p> <p>(I) by personal delivery;</p> <p>(II) by post;</p> <p>(III) by fax or email;</p> <p>(IV) by dissemination on the website designated by the Company and the Stock Exchange in accordance with the laws, regulations and the listing rules of the listing venue;</p> <p>(V) by announcement;</p> <p>(VI) by other means agreed before between the Company and the recipient or confirmed afterwards by the recipient;</p> <p>(VII) by other means approved by the relevant regulatory authority on the listing venue or stipulated in these Articles.</p>	<p>The notice of the Company may be served as follows:</p> <p>(I) by personal delivery;</p> <p>(II) by post;</p> <p>(III) by fax or email;</p> <p>(IV) by dissemination on the website designated by the Company and the Stock Exchange in accordance with the laws, regulations and the listing rules of the listing venue;</p> <p>(V) by announcement;</p> <p>(VI) by other means agreed before between the Company and the recipient or confirmed afterwards by the recipient;</p> <p>(VII) by other means approved by the relevant regulatory authority on the listing venue or stipulated in these Articles.</p>

Articles to be Index amended	Original Articles	Proposed amendment
	<p>Unless otherwise required by the context, the term “announcement” as mentioned herein, in respect of the announcement sent to holders of domestic Shares or required to be sent in the PRC pursuant to relevant regulations and these Articles, refers to announcement published on the newspapers and periodicals in the PRC, which newspapers and periodicals shall be in compliance with relevant provisions of the PRC laws and administrative regulations; in respect of the announcement sent to holders of foreign Shares or required to be sent to holders of overseas foreign listed Shares in Hong Kong or other countries or regions pursuant to the relevant regulations and these Articles, the announcement must be published on the designated newspapers and periodicals as provided under the laws and regulations of the countries or regions.</p>	<p>Unless otherwise required by the context, the term “announcement” as mentioned herein, in respect of the announcement sent to holders of domestic Shares or required to be sent in the PRC pursuant to relevant regulations and these Articles, refers to announcement published on the newspapers and periodicals in the PRC, which newspapers and periodicals shall be in compliance with relevant provisions of the PRC laws and administrative regulations; in respect of the announcement sent to holders of foreign Shares or required to be sent to holders of overseas foreign listed Shares in Hong Kong or other countries or regions pursuant to the relevant regulations and these Articles, the announcement must be published on the designated newspapers and periodicals as provided under the laws and regulations of the countries or regions.</p> <p>Notwithstanding any other provisions of these Articles in respect of the form of dissemination or notification for any documents, notices or other communications, the Company may choose to disseminate company notices in the manner provided under (IV) of Paragraph 1 of this Article, in lieu of the delivery of written documents by courier or prepaid mail to H shareholders of the Company, subject to compliance with the listing rules of the listing venue. The aforesaid company notices shall include any documents issued or to be issued by the Company for shareholders’ reference or action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), notice of general meetings, communications and other written materials.</p>

Index	Articles to be amended	Original Articles	Proposed amendment
8	Signature block	Shareholders: Jin Jiang International Holdings Company Limited Shanghai Huating Group Company Limited	Shareholders: Jin Jiang International Holdings Company Limited Shanghai Jin Jiang International Investment & Management Company Limited

1. BIOGRAPHIES OF CANDIDATES FOR EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD

Mr. Yu Minliang (俞敏亮) aged 51, chairman of the Board and executive Director. Mr. Yu is an economist with a master's degree in economics from Fudan University. With more than 20 years' experience in hotel management, he has been general manager of the Shanghai Yangtze Hotel Company Limited, general manager of Shanghai Jin Jiang International Hotels Development Company Limited ("Jin Jiang Hotels Development"), general manager of Shanghai New Asia (Group) Company, chairman of Jin Jiang (Group) Company Limited and chairman, chief executive officer and chairman of the board's executive committee of Jin Jiang International Holdings Company Limited ("Jin Jiang International") since joining the Group in 1984. Apart from serving as chairman of Jin Jiang International, Mr. Yu is currently the director and chairman of Jin Jiang Hotels Development and chairman of the Shanghai Yangtze Hotel Company Limited.

Mr. Yu shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Yu will not receive any director's fee.

As at 31 December 2008, Mr. Yu was beneficially interested in 14,305 shares of Jin Jiang Hotels Development (long position), representing 0.0024% of the total share capital of Jin Jiang Hotels Development.

Save as disclosed above, Mr. Yu does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Yu has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Yu that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Chen Wenjun (陳文君) aged 53, executive Director. Ms. Chen is a senior accountant with a master's degree in economics from Shanghai University of Finance and Economics. She has extensive experience in finance management, having been deputy general manager of Jin Jiang Hotel Co., Ltd., vice president, director and assistant to the president of Jin Jiang (Group) Company Limited, director of Jin Jiang Hotels Development and director of Shanghai Jin Jiang International Industrial Investment Company Limited ("Jin Jiang Investment") since joining the Group in 1981. She has also been director and financial controller of Jin Jiang International. Apart from being director and senior vice president of Jin Jiang International and chairman of Shanghai Jin Jiang International Investment & Management Company Limited (formerly known as Shanghai Huating Group Company Limited, "Huating Group"), Ms. Chen is now the chairman of Jin Jiang Hotel Co., Ltd., Shanghai Jin Jiang International Hotel Investment Co., Ltd. ("Jin Jiang

International Hotel Investment”), Jin Jiang Inn Company Limited (“Jin Jiang Inn”), Jin Jiang International Finance Co., Ltd. (“Jin Jiang International Finance”) and Shanghai Hotel Co., Ltd..

Ms. Chen shall be appointed for a term of three years, subject to termination by no less than 3 months’ notice in writing served by either party. Ms Chen will not receive any director’s fee.

Save as disclosed above, Ms. Chen does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Ms. Chen has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders and there is no other information relating to Ms. Chen that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Weimin (楊衛民) aged 54, executive Director, authorized representative and chief executive officer of the Company. Mr. Yang is a senior economist with a master’s degree in law from the East China University of Science & Technology. He has extensive experience in hotel management, having worked as deputy manager and principal of the training division of Jin Jiang (Group) Company Limited, general manager of Jin Jiang Tower of the Company, vice president of Jin Jiang (Group) Company Limited, general manager of Jin Jiang International Hotel Management Company Limited (“Jin Jiang Hotel Management”), vice president of Jin Jiang International and chief executive officer and vice chairman of Jin Jiang Hotels Development since joining the Group in 1989. He is currently the vice-chairman of Jin Jiang Hotels Development, Jin Jiang International Hotel Investment and Jin Jiang Inn, chairman of Shanghai Jin Jiang International Catering Investment Company Limited, Shanghai Jian Guo Hotel Co., Ltd. (“Jian Guo Hotel”) and Yunnan Jin Jiang International Management Company Limited, and executive director of Jin Jiang Hotel Management.

Mr. Yang shall be appointed for a term of three years, subject to termination by no less than 3 months’ notice in writing served by either party. Mr. Yang will not receive any director’s fee, but will receive staff remuneration in his capacity as a senior management officer. Mr. Yang’s remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

As at 31 December 2008, Mr. Yang was beneficially interested in 1,729,730 shares (long position) and 1,729,730 shares (short position) of Jin Jiang Inn, representing 0.9625% of the total registered capital of Jin Jiang Inn respectively. Please refer to the section headed “Connected Transactions — Jin Jiang Inn Shareholders’ Agreement” in the Company’s prospectus dated 30 November 2006 (“Prospectus”) for more information.

Save as disclosed above, Mr. Yang does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Yang has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Yang that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chen Hao (陳灝) aged 59, executive Director. Mr. Chen is an engineer with a bachelor's degree in industrial automation from Shanghai Polytechnic University. He has many years of experience in hotel management, having been chief engineer of the Shanghai Yangtze Hotel Company Limited, engineering director of Shanghai New Asia (Group) Hotel Management Company, engineering director of Shanghai New Asia Tomson Hotel, executive manager and acting general manager of Jin Jiang Hotels Development, assistant to the president of Jin Jiang International and director and executive president of Jin Jiang Hotels Development since joining the Group in 1985. He is currently director and chief executive officer of Jin Jiang Hotels Development, vice chairman of Wenzhou Dynasty Hotel Company Limited, chairman of Shanghai City Restaurant in Holland, director of Jin Jiang International Hotel Investment, chairman of Wuhan Jin Jiang International Hotel Co., Ltd. ("Wuhan Jin Jiang"), director of Jin Jiang Inn, vice chairman of Shanghai Jin Jiang International Catering Investment Company Limited, executive director of Shanghai Jinya Hotel Company Limited, director of Shanghai Jin Jiang Tomson Hotel Company Limited and Jian Guo Hotel, chairman of Hotel Sofitel Hyland and chairman of Shanghai Jin Jiang International Hotels Group (HK) Co., Ltd. ("Jin Jiang Hotels (HK)").

Mr. Chen shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Chen will not receive any director's fee, but will receive staff remuneration in his capacity as a senior management officer. Mr. Chen's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

As at 31 December 2008, Mr. Chen was beneficially interested in 1,729,730 shares (long position) and 1,729,730 shares (short position) of Jin Jiang Inn, representing 0.9625% of the total registered capital of Jin Jiang Inn respectively. Please refer to the section headed "Connected Transactions — Jin Jiang Inn Shareholders' Agreement" in the Prospectus for more information.

Save as disclosed above, Mr. Chen does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Chen has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Chen that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yuan Gongyao (袁公耀) aged 59, executive Director and vice president of the Company mainly responsible for the financial operations of the Group. Mr. Yuan is a senior accountant with many years of experience in finance management. He has held various positions including manager of the financial department of Huating Group, manager of the asset management department of Jin Jiang (Group) Company Limited, deputy general manager of the asset management business branch of Jin Jiang (Group) Company Limited, deputy general manager of Jin Jiang International Real Estate Company Limited, deputy operational manager of planning and financial department of Jin Jiang International since joining the Group in 2000. Mr. Yuan is now the executive director of Y.M.C.A Hotel Co., Ltd., vice chairman of Wuxi Jin Jiang Grand Hotel Co., Ltd., director of Shanghai Hua Ting Hotel and Towers Co., Ltd., executive director of Shanghai Park Hotel Co., Ltd. and Shanghai Jin Jiang Pacific Hotel Co., Ltd., chairman of Shanghai Hua Ting Guest House Hotel Co., Ltd., Shanghai New Garden Hotel and Kunming Jin Jiang Hotel Co., Ltd. and director of Jin Jiang Hotels (HK), Wuhan Jin Jiang and Jin Jiang International Finance.

Mr. Yuan shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Yuan will not receive any director's fee, but will receive staff remuneration in his capacity as a senior management officer. Mr. Yuan's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Yuan does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Yuan has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Yuan that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Yuan that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Xu Zurong (徐祖榮) aged 53, executive Director and vice president of the Company. He is a senior economist. He has been general manager of Cypress Hotel Co., Ltd. ("Cypress Hotel") and Jin Jiang California Company in the US, as well as manager of integrated operation management division of Jin Jiang (Group) Company Limited since joining the Group in 1981. He is now the president of Jin Jiang Inn, and is also director and general manager of Jin Jiang International Hotel Investment.

Mr. Xu shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Xu will not receive any director's fee, but will receive staff remuneration in his capacity as a senior management officer. Mr. Xu's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

As at 31 December 2008, Mr. Xu was beneficially interested in 2,594,600 shares (long position) and 2,594,600 shares (short position) of Jin Jiang Inn, representing 1.4438% of the total registered capital of Jin Jiang Inn respectively. Please refer to the section headed "Connected Transactions — Jin Jiang Inn Shareholders' Agreement" in the Prospectus for more information.

Save as disclosed above, Mr. Xu does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Xu has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Xu that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Han Min (韓敏) aged 51, executive Director and vice president of the Company. He holds a master's degree in international law from Fudan University. He has been a manager of the investment development division of Jin Jiang (Group) Company Limited, manager of the merger division of Jin Jiang International and director of Shanghai Jin Jiang International Travel Co., Ltd since joining the Group in 2005.

Mr. Han shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Han will not receive any director's fee, but will receive staff remuneration in his capacity as a senior management officer. Mr. Han's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Han does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Han has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Han that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Han that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Kang Ming (康鳴) aged 37, executive Director and authorized representative. Mr. Kang is a senior accountant and a council member of Shanghai Society of Finance China, holding a master's degree in Economics from the Shanghai University of Finance and Economics. Mr. Kang has gained experience in listed companies information disclosure, corporate governance, capital operation and investor relationship in the past 14 years since joining the Group in 1994. He was previously the board secretary of Jin Jiang Hotels Development, the A Shares and B Shares of which are listed on the Shanghai Stock Exchange, and has been awarded with "Nomination of Excellent Secretary" by the Association of Board Secretaries of Shanghai Listed Companies. He is also a joint company secretary of the Company and the Board secretary.

Mr. Kang shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Kang will not receive any director's fee, but will receive staff remuneration in his capacity as a senior management officer. Mr. Kang's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Kang does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Kang has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Kang that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Kang that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

2. BIOGRAPHY OF CANDIDATE FOR NON-EXECUTIVE DIRECTOR OF THE SECOND SESSION OF THE BOARD

Mr. Shen Maoxing (沈懋興) aged 58, vice-chairman of the Board and a non-executive Director. Mr. Shen holds a master's degree of business administration from Macau University of Science and Technology. He has extensive experience in hotel management, having been vice president of Huating Group, general manager and chairman of Jin Jiang Hotel Management, president of Jin Jiang (Group) Company Limited and vice chairman, chief operation officer and executive president of Jin Jiang International since joining the Group in 1995. Currently, apart from being the vice chairman and president of Jin Jiang International, chairman of Jin Jiang Investment, Shanghai Eastern Jin Jiang Hotel Company Limited, Jin Jiang International Group (HK) Co., Ltd. and Shanghai Jin Jiang Kirin Beverages and Foods Company Limited, he is also vice chairman of Jin Jiang Hotels Development and the chairman of Chengdu Jinhe Real Estate Company Limited.

Mr. Shen shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Shen will not receive any director's fee.

Save as disclosed above, Mr. Shen does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Shen has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Shen that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Shen that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

3. BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD

Mr. Ji Gang (季崗) aged 51, independent non-executive Director, is a senior economist with a master's degree in economics. Mr. Ji was previously an independent director of Jin Jiang Hotels Development from 2003 to 2006, general manager of Shanghai Zhongya Hotel; general manager and chairman of Shanghai Everbright City Company Limited, director of Zhabei District Commercial Committee; and director of Zhabei District Economic Committee. Mr. Ji is currently the president of Shanghai Industrial Development Co., Ltd..

Mr. Ji shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Ji is entitled to an annual director's fee of RMB100,000. Mr. Ji's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Ji does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Ji has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Ji that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Ji that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Xia Dawei (夏大慰) aged 56, independent non-executive director, is a professor with a master's degree in economics. Mr. Xia was previously a visiting research fellow of the Osaka City University in Japan and held various positions in Shanghai University of Finance and Economics, such as dean of School of International Business Administration and executive vice president of the university. He was also an independent director of Shanghai No. 1 Pharmacy Co., Ltd and Shanghai Pudong Development Bank Company Limited. Mr. Xia is currently the principal of Shanghai National Accounting Institute, vice president of the China Accounting Institute and a member of the Expert Committee for Listed Companies of Shanghai Stock Exchange. Mr. Xia was appointed by the PRC State-owned Assets Supervision and Administration Commission of the State Council as an

external director of Shanghai Baosteel Group Corporation in 2005. He is also holding independent directorships in Shanghai Airlines Company Limited and Lianhua Supermarket Company Limited. Furthermore, Mr. Xia is also a member of the audit committee, and chairman of the nomination committee and remuneration committee of Lianhua Supermarket Company Limited.

Mr. Xia shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Xia is entitled to an annual director's fee of RMB100,000. Mr. Xia's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Xia does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Xia has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Xia that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Xia that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Sun Dajian (孫大建) aged 54, independent non-executive Director, is a senior accountant and PRC certified public accountant with a bachelor's degree in accounting from Shanghai University of Finance and Economics. He has worked as auditor in Hong Kong local accountants firm for one year. Mr. Sun has also gained ample accounting experience as manager of Dahua Accountants Firm and manager of Pricewaterhouse Da Hua. He is now the chief accountant of Shanghai Yaohua Pilkington Glass Co., Ltd., a listed company in the PRC, with primary responsibilities to oversee the internal control and accounting policies of the Company as well as its annual audit. The directors have evaluated Mr. Sun's education, qualification and experience and are satisfied that he has the necessary training and experience to satisfy the requirements of Rule 3.10(2) of the Listing Rules.

Mr. Sun shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Sun is entitled to an annual director's fee of RMB100,000. Mr. Sun's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Sun does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Sun has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Sun that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. Rui Mingjie (芮明杰) aged 54, independent non-executive Director, is a professor with a doctoral degree in economics, and was formerly independent director with Shanghai Hainiao Enterprise Development Company Limited, Shanghai Dragon (Group) Corporation, Shanghai First Food Company Limited, Shanghai Friendship Group Incorporated Company and Wuhan Fiberhome Telecommunication Tech Company Limited. Dr. Rui is currently professor in corporate management of the School of Management, head of the Department of Industrial Economics of the School of Management, member of the degree assessment committee and chairman of the degree committee of the School of Management at Fudan University. He is currently holding independent directorships in China Enterprise Company Limited, Zhejiang Zhongda Group Company Limited and Shanghai Fosun Pharmaceuticals (Group) Company Limited.

Dr. Rui shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Dr. Rui is entitled to an annual director's fee of RMB100,000. Dr. Rui's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Dr. Rui does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Dr. Rui has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Dr. Rui that need to be brought to the attention of the Shareholders and there is no other information relating to Dr. Rui that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Menghua (楊孟華) aged 65, independent non-executive Director, was deputy director of Shanghai Branch of Bank of Communications and director of Shanghai New Asia (Group) Company Limited (now known as "Jin Jiang Hotels Development") from June 1998 to August 2003. He is now the chairman of the supervisory committee of Sand Bankcard — Link Information & Service Co., Ltd. and Shanghai Sandpay Enterprise Service Co., Ltd..

Mr. Yang shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Yang is entitled to an annual director's fee of RMB100,000. Mr. Yang's remuneration was determined by reference to the prevailing market condition, and his duties and in the Company.

Save as disclosed above, Mr. Yang does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Yang has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Yang that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. Tu Qiyu (屠啓宇) aged 39, independent non-executive Director, is a professor and research fellow of Shanghai Academy of Social Sciences, specialising in International Economics and Urban Studies. Dr. Tu was formerly Fulbright Professor of Bard College, New York from 2001 to 2002 and a visiting scholar at Cambridge University, Harvard University, Fondation Nationale des Sciences Politiques and Hamburg Institute for Economic Research. He received a first-class award from the Shanghai Municipal Social Science Foundation in 2000. Dr. Tu was named among the “Top Ten Young Economists of Shanghai” in 2003 and received a first-class award for policy-making advisory and research achievements in 2004 from Shanghai Government. He was also conferred the title of “Outstanding Returning Talents from Overseas of Shanghai”.

Dr. Tu shall be appointed for a term of three years, subject to termination by no less than 3 months’ notice in writing served by either party. Dr. Tu is entitled to an annual director’s fee of RMB100,000. Dr. Tu’s remuneration was determined by reference to the prevailing market condition, and his duties and in the Company.

Save as disclosed above, Dr. Tu does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Dr. Tu has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Dr. Tu that need to be brought to the attention of the Shareholders and there is no other information relating to Dr. Tu that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Shen Chengxiang (沈成相) aged 61, independent non-executive Director, is a senior economist with a master’s degree committed to making contributions to the PRC tourism. He is currently serving as vice president of China Tourism and Hospitality Association, chairman of Hotels Association under Hainan Tourism Industry Association, vice chairman of the China Famous Hotel Organisation. He was named among the “Top Ten Personnel in the PRC Hotel Industry 2005”. Mr. Shen is the chairman of several hotel companies, such as of Huandao Taide Hotel Property Management Company Limited, Hainan Huandao

International Travel Agency Company Limited, Hainan Yalongwan Undersea World Travel Company Limited, Hainan Huandao Undersea World Hotel Company Limited and Beijing Huandao Boya Hotel Company Limited.

Mr. Shen shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Shen is entitled to an annual director's fee of RMB100,000. Mr. Shen's remuneration was determined by reference to the prevailing market condition, and his duties and in the Company.

Save as disclosed above, Mr. Shen does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Shen has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Shen that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Shen that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lee Chung Bo (李松坡) aged 65, independent non-executive director, has extensive experience in hotel operation and management having attended a number of training programs held by the international hotel groups and holding various posts in different hotel companies and hotels. He has been food and beverage manager of the Peninsula Group, resident manager of Renaissance Yangtze Hotel, executive vice president of Gloria International Hotels Ltd. and vice president in New Asia Hotel Management Company.

Mr. Lee shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Lee is entitled to an annual director's fee of RMB100,000. Mr. Lee's remuneration was determined by reference to the prevailing market condition, and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Lee does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Lee has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Lee that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

4. BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Ms. Jiang Ping (蔣平) aged 51, Supervisor, is an economist with a degree in executive master in business administration from Northwestern Polytechnic University in the US. Ms. Jiang joined the Group in 1999, and was previously deputy director of general office and manager of business department of Shanghai Lujiazui Finance and Trade Zone Development Company, as well as general manager of Shanghai Lujiazui Investment and Development Company. Ms. Jiang now serves as deputy general manager and board secretary of Shanghai Lujiazui Finance and Trade Zone Development Company Limited.

Ms. Jiang shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Ms. Jiang will not receive any Supervisor's fee.

Save as disclosed above, Ms. Jiang does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Ms. Jiang has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Ms. Jiang that need to be brought to the attention of the Shareholders and there is no other information relating to Ms. Jiang that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhou Qiquan (周啓全) aged 58, Supervisor, graduated from Shanghai College of Finance & Economics (now known as Shanghai University of Finance & Economics) with a post-secondary diploma in finance & credit and is an accountant. Mr. Zhou joined the Group in 2003. He was previously the person-in-charge of the finance department of Shanghai Luwan Residential Corporation; and section head, deputy manager of planning and the finance department of Shanghai Minhang United Development Company Limited. Mr. Zhou currently serves as a manager of planning and finance department of Shanghai Minhang United Development Company Limited.

Mr. Zhou shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Zhou will not receive any Supervisor's fee.

Save as disclosed above, Mr. Zhou does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Zhou has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Zhou that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wang Guoxing (王國興) aged 45, Supervisor. Mr. Wang is a senior accountant with a master's degree in economics from Shanghai University of Finance and Economics. He joined the Group in 1992. Mr. Wang was previously lecturer of the School of Finance of Shanghai University of Finance and Economics, board secretary of Jin Jiang Hotels Development, board secretary and deputy financial controller of Shanghai New Asia (Group) Company Limited (which is the predecessor of the Company), deputy financial controller of Jin Jiang International and secretary-general of the executive committee of the board (vice president) of Jin Jiang International. He is currently vice president of Jin Jiang International, vice chairman of Jin Jiang International Hotel Investment and director of Jin Jiang Inn.

Mr. Wang shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Wang will not receive any Supervisor's fee.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Wang has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Wang that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ma Mingju (馬名駒) aged 48, Supervisor, holds a master's degree in business administration from the Asia International Open University (Macau) and is a senior accountant. He joined the Group in 2005 and was a manager of the planning and finance division of Jin Jiang International. Mr. Ma is currently vice president, manager of planning and finance division and general manager of the finance business division of Jin Jiang International, director of Beijing Kunlun Hotel Co., Ltd., Jin Jiang International Hotel Investment, Jin Jiang Inn and Jin Jiang International Finance.

Mr. Ma shall be appointed for a term of three years, subject to termination by no less than 3 months' notice in writing served by either party. Mr. Ma will not receive any Supervisor's fee.

Save as disclosed above, Mr. Ma does not hold any other positions with the Company or other members of the Group and did not hold any directorships in the last three years in any other listed companies. Mr. Ma has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and has no interest in Shares within the meaning of Part XV of the SFO.

There are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Ma that need to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Shanghai Jin Jiang International Hotels (Group) Company Limited*

上海錦江國際酒店(集團)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 2008 (the "AGM") of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "Company") will be held at 9:00 a.m. on Tuesday, 16 June 2009 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the People's Republic of China (the "PRC") (Post code: 200020) for the following purposes:

by way of ordinary resolutions:

1. To consider and approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2008;
2. To consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2008;
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 2008;
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 2008 and to authorise the Board to distribute such dividend to its shareholders;
5. To consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong Certified Public Accountants, and Deloitte Touche Tohmatsu CPA Ltd. as the Company's international and PRC auditors, respectively, to hold their respective office until the conclusion of the next annual general meeting of the Company, and to ratify and confirm their respective remuneration fixed by the audit committee of the Board;

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the appointments of the following candidates as the Directors of the second session of the Board, for a term commencing from the date of passing this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2012:
 - (i) Mr. Yu Minliang
 - (ii) Mr. Shen Maoxing
 - (iii) Ms. Chen Wenjun
 - (iv) Mr. Yang Weimin
 - (v) Mr. Chen Hao
 - (vi) Mr. Yuan Gongyao
 - (vii) Mr. Xu Zurong
 - (viii) Mr. Han Min
 - (ix) Mr. Kang Ming
 - (x) Mr. Ji Gang
 - (xi) Mr. Xia Dawei
 - (xii) Mr. Sun Dajian
 - (xiii) Dr. Rui Mingjie
 - (xiv) Mr. Yang Menghua
 - (xv) Dr. Tu Qiyu
 - (xvi) Mr. Shen Chengxiang
 - (xvii) Mr. Lee Chung Bo;

7. To consider and authorise the Board to determine the remuneration of the Directors of the second session of the Board;

8. To consider and approve the appointments of the following candidates as the supervisors of the second session of the Supervisory Committee, for a term commencing from the date of passing this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2012:
 - (i) Ms. Jiang Ping
 - (ii) Mr. Zhou Qiquan
 - (iii) Mr. Wang Guoxing
 - (iv) Mr. Ma Mingju;

9. To consider and authorise the Board to determine the remuneration of the Supervisors of the second session of the Supervisory Committee;

NOTICE OF ANNUAL GENERAL MEETING

by way of special resolutions:

10. 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 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 and options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount 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 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or
 - (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,in each case as of the date of 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 (“Listing Rules”) (as the same may be amended from time to time) and only if all necessary approvals from China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purposes of this resolution:

“Domestic Shares” means domestic invested shares in the share capital of the Company with 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 in 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 underwriting agreements (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;
 - (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.”; and

11. To consider and approve the proposed amendments to the Articles of Association of the Company (details of which are set out in Appendix I to the circular dispatched to Shareholders of the Company on 30 April 2009) and any Director or Joint Company Secretary of the Company be authorized to do all such acts as he deems fit to effect the amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the PRC and Hong Kong and the Listing Rules; and

Note: The text of the Articles of Association is written in Chinese and there is no official English translation. Therefore, the English translation is for reference only. The Chinese text shall prevail over the English text in case of inconsistency.

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Other business(es):

12. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) of the Company holding 5% or more of the Company's shares carrying the right to vote at such meeting.

By order of the board of directors of
Shanghai Jin Jiang International Hotels (Group) Company Limited*
Kang Ming
Joint Company Secretary

Shanghai, the PRC
30 April 2009

Notes:

- (A) Important: You should first review the annual report of the Company for the year 2008 before appointing a proxy. The annual report of the Company for the year 2008 will include the Report of the Directors for the year 2008, the Report of the Supervisory Committee for the year 2008 and the financial statements for the year 2008. The annual report of the Company for the year 2008 is expected to be despatched to the shareholders on or before 30 April 2009 to their addresses as shown in the register of members of the Company (the "Register of Members").

The Board has recommended a final dividend of RMB2.1 cents per share (inclusive of tax, where applicable) for the year ended 31 December 2008 and, if the relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, the proposed dividend is expected to be paid on or before Tuesday, 30 June 2009 to those shareholders of the Company whose names appear on the Register of Members on Monday, 15 June 2009.

For the purpose of holding the AGM, the Register of Members will be closed from Sunday, 17 May 2009 to Monday, 15 June 2009 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders of the Company whose names appear on the Register of Members at the close of business on Monday, 15 June 2009 are entitled to attend and vote at the AGM.

In order to attend the AGM and to qualify for the final dividend, holders of the Company's H shares shall lodge all transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, on or before 4:30 p.m. on Friday, 15 May 2009.

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

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

Pursuant to the Corporate Income Tax Law of PRC and its implementing regulations (hereinafter collectively referred to as the “CIT Law”) which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of Hong Kong Securities Clearing Company Nominees Limited, other nominees or trustees, 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 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 effective administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the Company’s H share register on 15 June 2009 must deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the seal of the issuing law firm affixed thereon) and relevant documents to Computershare Hong Kong Investor Services Limited no later than 4:30 pm on Friday, 15 May 2009, 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 15 June 2009. Any natural person investor whose H shares are registered under the name of non-individual shareholders 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 for registration on or before 4:30 p.m. on Friday, 15 May 2009.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

- (B) 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 Joint Company Secretarial Office of the Company not later than 20 days before the date of the AGM, i.e. no later than Wednesday, 27 May 2009.

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Details of the Joint Company Secretarial Office of the Company are as follows:

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

- (C) 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.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney 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 documents of authorisation, must be notarially certified.
- (E) To be valid, for holders of H shares, 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, Computershare Hong Kong Investor Services Limited, at Shops 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM or any adjournment thereof.
- (F) Each holder of domestic shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM. Notes (C) to (E) also apply to holders of domestic shares, except that the proxy form or other powers of attorney must be delivered to the Joint Company Secretarial Office of the Company, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (G) 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, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the AGM, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities of such legal person shareholders.
- (H) 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, according to Articles 8.18 of the Articles of Association of the Company, a poll will be demanded by the chairman of the AGM so that all resolutions set out in the Notice of AGM will be decided on a poll.

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

- (I) 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 the announcement, the executive directors are Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, Mr. Yuan Gongyao, Mr. Xu Zurong, Mr. Han Min and Mr. Kang Ming, the non-executive director is Mr. Shen Maoxing, and the independent non-executive directors are Mr. Ji Gang, Mr. Xia Dawei, Mr. Sun Dajian, Dr. Rui Mingjie, Mr. Yang Menghua, Dr. Tu Qiyu, Mr. Shen Chengxiang and Mr. Lee Chung Bo.

* *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".*