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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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 International Hotels (Group) Company Limited**, you should at once hand this circular together with 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 limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 02006)**

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
(2) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS,  
(3) PROPOSED ANNUAL ALLOWANCE FOR INDEPENDENT  
NON-EXECUTIVE DIRECTORS,  
(4) PROPOSED ANNUAL ALLOWANCE FOR INDEPENDENT SUPERVISORS  
AND  
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an EGM of the Company to be held at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the PRC (Post code: 200020) at 9:00 a.m. on Tuesday, 16 October 2012 is set out on pages 19 to 22 of this circular.

A form of proxy for use at the EGM is enclosed herewith and is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Wednesday, 26 September 2012; 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM or any adjournment thereof 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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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	4
Proposed amendments to the Articles of Association .....	4
Proposed election of Directors .....	4
Proposed election of Supervisors .....	5
Proposed annual allowance for independent non-executive Directors .....	6
Proposed annual allowance for independent Supervisors .....	6
Voting by poll at the EGM .....	6
Recommendation .....	6
General information .....	6
<b>Appendix I — Proposed amendments to the Articles of Association</b> .....	7
<b>Appendix II — Details of Directors and Supervisors to be elected</b> .....	8
<b>Notice of extraordinary general meeting</b> .....	19

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## DEFINITIONS

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

“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
“Director(s)”	director(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
“EGM”	the first 2012 extraordinary general meeting of the Company to be held at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the PRC (Post code: 200020) at 9:00 a.m. on Tuesday, 16 October 2012
“EGM Notice”	the notice of the EGM
“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\$
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company

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LETTER FROM THE BOARD

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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 limited 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. Han Min  
Mr. Kang Ming

*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

*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 (Puxi)

*Principal place of business  
in Hong Kong:*

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

31 August 2012

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
(2) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS,  
(3) PROPOSED ANNUAL ALLOWANCE FOR INDEPENDENT  
NON-EXECUTIVE DIRECTORS,  
(4) PROPOSED ANNUAL ALLOWANCE FOR INDEPENDENT SUPERVISORS  
AND  
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

At the EGM, the Company will propose to, among other things, (i) amend the Articles of Association, (ii) elect the Directors and Supervisors, (iii) determine the annual allowance for independent non-executive Directors, and (iv) determine the annual allowance for independent Supervisors.

The purpose of this circular is to give you the EGM Notice 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 EGM.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the EGM to approve the proposed amendments to the Articles of Association. Such proposed amendments will have the following effect:

- to define the senior management officers of the Company.
- to change the number of Board members.
- to expand the Company's scope of operation.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM 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 ELECTION OF DIRECTORS

The Board currently consists of 15 Directors, including 6 executive Directors, namely, Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, Mr. Han Min and 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, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Han Min, Mr. Kang Ming, Mr. Ji Gang, Dr. Rui Mingjie, Mr. Yang Menghua, Mr. Sun Dajian, Dr. Tu Qiyu and Mr. Shen Chengxiang are Directors of the second session of the Board and have offered themselves for re-election as Directors of the third session of the Board. Mr. Yang Yuanping and Mr. Shao Xiaoming have also offered themselves for election as Directors of the third session of the Board. The term of office of the Directors shall commence from the

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## LETTER FROM THE BOARD

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date on which their appointments at the EGM take effect and end at the conclusion of the Company's annual general meeting to be held in 2015, upon the approval of their appointments by the Shareholders at the EGM.

At the EGM, resolutions will be proposed to elect the Directors of the third session of the Board.

The biographical details of the candidates proposed to be elected as Directors of the third session of the Board at the EGM are set out in Appendix II to this circular.

### **PROPOSED ELECTION OF SUPERVISORS**

The Supervisory Committee currently consists of 5 Supervisors, including 2 Shareholders representative Supervisors, namely, Mr. Wang Guoxing and Mr. Ma Mingju, 2 staff Supervisors, namely, Mr. Wang Xingze and Ms. Chen Junjin, and 1 independent Supervisor, namely, Mr. Zhou Qiquan.

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

In accordance with Article 13.3 of the Articles of Association, the Supervisory Committee shall consist of 2 Shareholders representative Supervisors, 2 staff Supervisors and 2 independent Supervisors. Shareholders representative Supervisors and independent Supervisors shall be elected and removed by Shareholders' general meeting. Staff 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 to fill a casual vacancy 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 Mr. Zhou Qiquan, the independent Supervisor, are Supervisors of the second session of the Supervisory Committee and have offered themselves for re-election as Supervisors of the third session of the Supervisory Committee. Ms. Zhou Yi has also offered herself for election as independent Supervisor of the third session of the Supervisory Committee. The term of office of the Supervisors shall commence from the date on which their appointments at the EGM take effect and end at the conclusion of the Company's annual general meeting to be held in 2015, upon the approval of their appointments by the Shareholders at the EGM.

At the EGM, resolutions will be proposed to elect the Shareholders representative Supervisors and independent Supervisors of the third session of the Supervisory Committee.

The biographical details of the candidates proposed to be elected as Supervisors of the third session of the Supervisory Committee at the EGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### PROPOSED ANNUAL ALLOWANCE FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has proposed at the Board meeting to recommend an annual allowance of RMB120,000 (before taxation) for each independent non-executive Director of the third session of the Board.

### PROPOSED ANNUAL ALLOWANCE FOR INDEPENDENT SUPERVISORS

The Supervisory Committee has proposed at the Supervisory Committee meeting to recommend an annual allowance of RMB36,000 (before taxation) for each independent Supervisor of the third session of the Supervisory Committee.

### VOTING BY POLL AT THE EGM

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 of the meeting, 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. The chairman of the EGM will therefore demand a poll for every resolution to be voted at the EGM pursuant to Article 8.18 of the Articles of Association.

### RECOMMENDATION

The Directors believe that (i) the special resolution in relation to the proposed amendments to the Articles of Association, (ii) the ordinary resolution in relation to the proposed election of Directors and Supervisors, (iii) the ordinary resolution in relation to the proposed annual allowance for independent non-executive Directors, and (iv) the ordinary resolution in relation to the proposed annual allowance for independent Supervisors 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 EGM as set out in the EGM Notice.

### 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, the English translation is for reference only. In case of any discrepancy between the Chinese and English versions of the Articles of Association set out in Appendix I to this circular, the Chinese version shall prevail.

Yours faithfully  
By Order of the Board  
**Shanghai Jin Jiang International Hotels (Group) Company Limited\***  
**Kang Ming**  
*Executive Director and 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 amendments
1	Article 1.11	Other senior management officers as referred in the Articles of Association shall include executive president, vice presidents, chief financial officer, secretary to the board of directors and other officers specified by the Articles of Association.	<b>Other senior management officers as referred in the Articles of Association shall include executive president, vice presidents, chief financial officer, secretary to the board of directors and other management officers as determined by the board of directors of the Company.</b>
2	Article 2.2	<p>The scope of operations of the Company shall include: hotel operation (limited to branches), hotel management, hotel investment, corporate investment management, domestic trade, leasing of its own offices and apartments, parking, training and consultancy of related projects (any of the aforesaid scope of operations which is subject to permission is operating under permit).</p> <p>The scope of operations of the Company shall be limited to the scope of operations approved by the industry and commerce administration and supervisory authority. The Company may vary the scope of operations and establish domestic and overseas branch organisations in response to changes in market conditions and its business requirements, subject to approval of approving authorities.</p>	<p><b>The scope of operations of the Company shall include: hotel management, hotel investment, corporate investment management, domestic trade, leasing of its own offices and apartments, parking, training and consultancy of related projects, (the following operations are limited to branches) hotel operation, catering, sales department (with retail of tobacco and alcohol), bakeries, cafes, bars, cigar bars, music tea houses, spa, beauty salons, game rooms, gymnasiums, swimming pools, operation of parking lots, and property management (any operations which is subject to administrative permission is operating under permit).</b></p> <p><b>The scope of operations of the Company shall be limited to the scope of operations approved by the industry and commerce administration and supervisory authority. The Company may vary the scope and mode of operations and establish domestic and overseas branch organisations in response to changes in market conditions and its business requirements, subject to approval of approving authorities.</b></p>
3	Article 10.1	The Company shall have a board of directors, which shall be accountable to the general meeting and reporting thereat. The board of directors shall consist of 17 directors, of which 8 are executive directors and the rest are non-executive directors. The number of independent non-executive directors among the members of the board of directors shall not be less than 3. The board of directors shall have one chairman and several deputy chairmans.	<b>The Company shall have a board of directors, which shall be accountable to the general meeting and reporting thereat. The board of directors shall consist of 11 to 15 directors. The number of independent non-executive directors among the members of the board of directors shall not be less than 3. The board of directors shall have one chairman and several deputy chairmans.</b>

**1. BIOGRAPHIES OF CANDIDATES FOR EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD**

**Mr. Yu Minliang (俞敏亮)**, was born in 1957, chairman of the Board and executive Director. Mr. Yu is an economist with a master's degree in economics from Fudan University. With rich experience in hotel management, he has been general manager of Shanghai Yangtze Hotel Company Limited, general manager of Shanghai Jin Jiang International Hotels Development Company Limited ("Jin Jiang Hotels Development") and 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 Shanghai Yangtze Hotel Company Limited.

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

As at 30 June 2012, Mr. Yu was beneficially interested in 14,305 shares (long position) of Jin Jiang Hotels Development, representing 0.0024% of the total share capital of Jin Jiang Hotels Development.

Save as disclosed above, Mr. Yu does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Yu that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Chen Wenjun (陳文君)**, was born in 1955, executive Director. Ms. Chen is a senior accountant with a master's degree in economics from Shanghai University of Finance and Economics. She has been deputy general manager of Jin Jiang Hotel, vice president, director and assistant to the president of Jin Jiang (Group) Company Limited and director of Jin Jiang Hotels Development since joining the Group in 1981. She has also been director and financial controller of Jin Jiang International. Apart from being senior vice president of Jin Jiang International, Ms. Chen is now the chairman of Jin Jiang Hotel Company Limited, Jin Jiang International Finance Company Limited and Shanghai Hotel Company Limited and director of Shanghai Jin Jiang International Industrial Investment Company Limited.

Ms. Chen shall be appointed for a term of three years, subject to termination by no less than three 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 positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Ms. Chen that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Yang Weimin (楊衛民)**, was born in 1954, executive Director, authorized representative and chief executive officer. Mr. Yang is a senior economist with a master's degree in law from 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, vice president of Jin Jiang (Group) Company Limited, general manager of Jin Jiang Hotel Management Company Limited, vice president of Jin Jiang International, vice chairman and chief executive officer of Jin Jiang Hotels Development and chairman of Shanghai Jin Jiang International Catering Investment Company Limited since joining the Group in 1989. Mr. Yang is currently the vice chairman of Jin Jiang Hotels Development, chairman of Shanghai Jin Jiang Tomson Hotel Company Limited, chairman of Shanghai Jian Guo Hotel Company Limited and Yunnan Jin Jiang International Management Company Limited, executive director of Jin Jiang International Hotel Management Company Limited, joint chairman of Interstate Hotels & Resorts, Inc., joint chairman of Interstate (China) Hotels & Resorts Co., Ltd. and vice chairman of Shanghai Tower Jin Jiang Hotel Asset Management Co., Ltd.

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

As at 30 June 2012, Mr. Yang was beneficially interested in 497,339 shares (long position) of Jin Jiang Hotels Development, representing 0.0824% of the total share capital of Jin Jiang Hotels Development.

Save as disclosed above, Mr. Yang does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Yang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Yang Yuanping (楊原平)**, was born in 1955. Mr. Yang graduated from Shanghai Institute of Tourism. He has been general manager of Cypress Hotel Company Limited, Beijing Kunlun Hotel Company Limited and Shanghai Jin Jiang Tower and vice president

of Jin Jiang (Group) Company Limited. He is currently the vice chairman and chief executive officer of Shanghai Jin Jiang International Industrial Investment Company Limited, chairman of Shanghai Jin Jiang Auto Service Co., LTD., and chairman of JHJ International Transportation Co., Ltd..

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

Save as disclosed above, Mr. Yang does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Yang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Shao Xiaoming (邵曉明)**, was born in 1958. He has been the general party branch secretary and general manager of Wanguo Automobile Driver Training Center, deputy general manager of Shanghai Youyi Automobile Services Co., Ltd. (上海友誼汽車服務公司), vice secretary of the Party and standing deputy general manager of Shanghai Jin Jiang Automobile Service Co., Ltd., general manager of JHJ International Transportation Co., Ltd., vice president of Shanghai Jin Jiang International Industrial Investment Company Limited. He is currently the chairman and chief executive officer of Shanghai Jin Jiang International Travel, chairman of Shanghai China International Travel Service Co., Ltd., chairman of Shanghai Travel Service Co., Ltd., chairman of Shanghai Jin Jiang Tours Co., Ltd., vice chairman of Jin Jiang International E-Commerce Co., Ltd., and director of JHJ International Transportation Co., Ltd..

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

Save as disclosed above, Mr. Shao does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in other listed companies. Mr. Shao 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. Shao that need to be brought to the attention of the Shareholders nor is there other information relating to Mr. Shao that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Han Min (韓敏)**, was born in 1958, executive Director and vice president. 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 Company Limited since joining the Group in 2005. Mr. Han is currently the director of Interstate Hotels & Resorts, Inc. and chairman of Kunming Jin Jiang Hotel Company Limited.

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

Save as disclosed above, Mr. Han does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Han that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Kang Ming (康鳴)**, was born in 1971, executive Director, authorised representative, joint company secretary, Board secretary and chief secretary (vice president) of the executive committee of the Board. Mr. Kang is a senior accountant, holding a master's degree in economics from Shanghai University of Finance and Economics. Mr. Kang has gained experience in listed companies concerning information disclosure, corporate governance, capital operation and investor relationship in the past 18 years since joining the Group in 1994. He was previously the board secretary of Jin Jiang Hotels Development, and has been awarded with "Nomination of Excellent Secretary" by the Association of Board Secretaries of Shanghai Listed Companies. Mr. Kang is now the director of Shanghai Jin Jiang International Travel Company Limited and supervisor of Jin Jiang Hotels Development.

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

Save as disclosed above, Mr. Kang does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Kang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**2. BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD**

**Mr. Ji Gang (季崗)**, was born in 1957, independent non-executive Director. Mr. Ji 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, director of Zhabei District Economic Committee, president of SIIC Investment Company Limited in Hong Kong and vice chairman and president of Shanghai Industrial Development Company Limited. Mr. Ji is currently the vice chairman of the board, president and executive director of Shanghai Industrial Urban Development Group Limited.

Mr. Ji shall be appointed for a term of three years, subject to termination by no less than three months' notice in writing served by either party. Mr. Ji is entitled to an annual director's fee of RMB120,000. 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 positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Ji that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Dr. Rui Mingjie (芮明杰)**, was born in 1954, independent non-executive Director. Dr. Rui is a professor and an instructor for doctoral candidates with a doctoral degree in economics. Dr. Rui is currently member of the academic standards committee, member of the degree committee, chairman of the degree committee of the School of Management, discipline leader in the national key discipline of Industrial Economics, deputy director of Yangtze Delta Research Institute, person-in-charge of the post-doctoral mobile station in business administration and head of the Department of Industrial Economics at Fudan University. He is also the chief expert of the Innovation Base for the Social Science in Adjustment of Shanghai Industrial Structure (上海市產業結構調整社會科學創新基地), the leader of Shanghai Development Strategy Institute (上海市發展戰略研究所) and vice chairman of the China Industrial Economic Association (中國工業經濟學會常務副理事長). He was formerly head of the Department of Business Administration of the School of Management, deputy dean of the School of Management and discipline leader in Business Administration at Fudan University, training professor for the senior management of China Enterprises Affairs Commission (中央企業工委) and State Assets Administrative Committee (國家國資委), vice-president of Shanghai Institute of Management Science and independent director of a number of listed companies.

Dr. Rui shall be appointed for a term of three years, subject to termination by no less than three months' notice in writing served by either party. Dr. Rui is entitled to an annual director's fee of RMB120,000. 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 positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Dr. Rui that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Yang Menghua (楊孟華)**, was born in 1944, independent non-executive Director. Mr. Yang was deputy director of Shanghai Branch of Bank of Communications, director of Shanghai New Asia (Group) Company Limited (now known as "Jin Jiang Hotels Development"), chairman of the supervisory committee of Shanghai Smart Service Co., Ltd., 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 three months' notice in writing served by either party. Mr. Yang is entitled to an annual director's fee of RMB120,000. Mr. Yang's remuneration was determined by reference to the prevailing market condition and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Yang does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Yang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Sun Dajian (孫大建)**, was born in 1954, independent non-executive Director. Mr. Sun 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 a 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 financial controller of Shanghai Yaohua Pilkington Glass Company Limited, 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, having evaluated Mr. Sun's education, qualification

and experience, are satisfied that he has the necessary training and experience to satisfy the requirements of Rule 3.10(2) of the Listing Rules. In addition, Mr. Sun also currently acts as the independent director of Zhejiang Wanfeng Auto Wheel Co., Ltd.

Mr. Sun shall be appointed for a term of three years, subject to termination by no less than three months' notice in writing served by either party. Mr. Sun is entitled to an annual director's fee of RMB120,000. 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 positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Sun that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Dr. Tu Qiyu (屠啓宇)**, was born in 1970, independent non-executive Director. Dr. Tu is a professor at Shanghai Academy of Social Sciences and East China Normal University, 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 Harvard University, Cambridge University, Fondation Nationale des Sciences Politiques and Hamburg Institute for Economic Research. He has received 4 awards for policy-making advisory from the Shanghai Municipal Government since 2003. Dr. Tu was named among the "Top Ten Young Economists of Shanghai" in 2003 by Shanghai Youths Federation and was conferred the title of "Outstanding Returning Talents from Overseas of Shanghai" in 2004. Since 2011, he has been the chief editor of "The Blue Paper of International Cities".

Dr. Tu shall be appointed for a term of three years, subject to termination by no less than three months' notice in writing served by either party. Dr. Tu is entitled to an annual director's fee of RMB120,000. Dr. Tu's remuneration was determined by reference to the prevailing market condition and his duties and responsibilities in the Company.

Save as disclosed above, Dr. Tu does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Dr. Tu that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Shen Chengxiang (沈成相)**, was born in 1947, independent non-executive Director. Mr. Shen is a senior economist with a master's degree. He was the vice president of China Tourism and Hospitality Association, chairman of Hotels Association under Hainan

Tourism Industry Association and 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 and general manager of China Huandao Group Nanfang Industrial Development Company Limited and chairman of several hotel companies, including Hainan Huandao Taide Hotel Property Management Company Limited, Beijing Huandao Boya Hotel Company Limited, Hainan Yalongwan Undersea World Travel Company Limited, Hainan Huandao Undersea World Hotel Company Limited and Hainan Huandao International Travel Agency Company Limited.

Mr. Shen shall be appointed for a term of three years, subject to termination by no less than three months’ notice in writing served by either party. Mr. Shen is entitled to an annual director’s fee of RMB120,000. Mr. Shen’s remuneration was determined by reference to the prevailing market condition and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Shen does not hold any positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Shen that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **3. BIOGRAPHIES OF CANDIDATES FOR SHAREHOLDERS REPRESENTATIVE SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

**Mr. Wang Guoxing (王國興)**, was born in 1963, 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 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, and deputy financial controller of Jin Jiang International. He is currently the chief secretary (vice president) of the executive committee of the board of Jin Jiang International.

Mr. Wang shall be appointed for a term of three years, subject to termination by no less than three 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 positions with the Company or other members of the Group and did not hold any directorships in the last three years in 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 nor is there other information relating to Mr. Wang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Ma Mingju (馬名駒)**, was born in 1961, Supervisor. Mr. Ma holds a master's degree in business administration from Asia International Open University (Macau) and is a senior accountant. He joined the Group in 2005 and was a director of Jin Jiang Inn. He is currently vice president, manager of the planning and finance division and general manager of the finance business division of Jin Jiang International, chairman of Shanghai Jin Jiang International Investment and Management Company Limited, director of Shanghai Jin Jiang International Industrial Investment Company Limited, director of Beijing Kunlun Hotel Company Limited and Jin Jiang International Finance Company Limited.

Mr. Ma shall be appointed for a term of three years, subject to termination by no less than three 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 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 nor is there other information relating to Mr. Ma that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **4. BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

**Mr. Zhou Qiquan (周啓全)**, was born in 1950, Supervisor. Mr. Zhou 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. He was previously the person-in-charge of the finance department of Shanghai Luwan Residential Corporation, and section head and deputy manager of the planning and finance department and manager of the 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 three months' notice in writing served by either party. Mr. Zhou is entitled to an annual supervisor's fee of RMB36,000. Mr. Zhou's remuneration was determined by reference to the prevailing market condition and his duties and responsibilities in the Company.

Save as disclosed above, Mr. Zhou does not hold any 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 nor is there other information relating to Mr. Zhou that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Zhou Yi (周怡)**, was born in 1959. She graduated from East China University of Political Science and Law with a diploma and has been the person-in-charge of the credit card division, associate director of the saving division and finance and accounting division, general manager of the marketing and corporate departments, and senior manager of the retail credit department of Shanghai Branch of Bank of Communications. She is currently the class III superintendent of Shanghai Branch of Bank of Communications.

Ms. Zhou shall be appointed for a term of three years, subject to termination by no less than three months' notice in writing served by either party. Ms. Zhou is entitled to an annual supervisor's fee of RMB36,000. Ms. Zhou's remuneration was determined by reference to the prevailing market condition and her duties and responsibilities in the Company.

Save as disclosed above, Ms. Zhou does not hold any 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. 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 Ms. Zhou that need to be brought to the attention of the Shareholders nor is there other information relating to Ms. Zhou that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **5. BIOGRAPHIES OF STAFF SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE\***

**Mr. Wang Xingze (王行澤)**, was born in 1955, chairman of the Supervisory Committee. Mr. Wang is a senior political scientist with a diploma from Shanghai Education Institute (上海教育學院). Mr. Wang joined the Group in 2003 and has been deputy director of the administration office of Shanghai New Asia (Group) Company. He is currently the chairman of the supervisory committee of Jin Jiang Hotels Development.

Mr. Wang shall be appointed for a term of three years, subject to termination by no less than three 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 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 nor is there other information relating to Mr. Wang that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Chen Junjin (陳君瑾)**, was born in 1961, Supervisor. Ms. Chen is an accountant with a post-secondary diploma in accounting and finance from Shanghai Tourism College. Ms. Chen joined the Group in 1981 and was previously accountant of the finance department of Cypress Hotel, head of the finance department of Jin Jiang (Group) Company Limited, deputy financial controller of Jin Jiang International Hotel Management Company Limited, head of the finance department and general manager of Shanghai Jin Jiang International Hotels Group (HK) Company Limited. Ms. Chen is now the head of the auditing department and supervisor of Jin Jiang Hotels Development.

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

Save as disclosed above, Ms. Chen does not hold any 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 nor is there other information relating to Ms. Chen that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* *Staff Supervisors of the third session of the Supervisory Committee were democratically elected by the staff on 24 August 2012 and were not subject to Shareholders' general meeting.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 02006)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2012 (the “EGM”) of Shanghai Jin Jiang International Hotels (Group) Company Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 16 October 2012 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 appointments of the following candidates as the directors (the “Directors”) of the third session of the board of Directors (the “Board”) of the Company, 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 2015:
  - (i) Mr. Yu Minliang
  - (ii) Ms. Chen Wenjun
  - (iii) Mr. Yang Weimin
  - (iv) Mr. Yang Yuanping
  - (v) Mr. Shao Xiaoming
  - (vi) Mr. Han Min
  - (vii) Mr. Kang Ming
  - (viii) Mr. Ji Gang
  - (ix) Dr. Rui Mingjie
  - (x) Mr. Yang Menghua
  - (xi) Mr. Sun Dajian
  - (xii) Dr. Tu Qiyu
  - (xiii) Mr. Shen Chengxiang

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. To consider and approve the appointments of the following candidates as the supervisors (the “Supervisors”) of the third session of the supervisory committee (the “Supervisory Committee”) of the Company, 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 2015:
  - (i) Mr. Wang Guoxing
  - (ii) Mr. Ma Mingju
  - (iii) Mr. Zhou Qiquan
  - (iv) Ms. Zhou Yi
3. To consider and approve the proposed annual allowance of RMB120,000 (before taxation) for each independent non-executive Director of the third session of the Board;
4. To consider and approve the proposed annual allowance of RMB36,000 (before taxation) for each independent Supervisor of the third session of the Supervisory Committee;

**By way of special resolution:**

5. 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 the shareholders (the “Shareholders”) of the Company on 31 August 2012) and any executive 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”); and

*Note:* The text of the Articles of Association is written in Chinese and the English translation is for reference only. The Chinese text shall prevail over the English text in case of any inconsistency.

**Other business(es):**

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

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

Shanghai, the PRC, 31 August 2012

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**Notes:**

(A) Important: For the purpose of holding the EGM, the register of members (the “Register”) will be closed from Sunday, 16 September 2012 to Tuesday, 16 October 2012 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register at the close of business on Tuesday, 16 October 2012 are entitled to attend and vote at the EGM or any adjournment thereof. In order for the Shareholders to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 14 September 2012 for registration.

(B) Holders of domestic shares or H shares of the Company, who intend to attend the EGM, must complete the reply slip and return the same to the Office of the Board of Directors of the Company not later than 20 days before the date of the EGM, i.e. no later than Wednesday, 26 September 2012.

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

26/F., Union Building,  
No. 100 Yan’an East Road,  
Shanghai  
the PRC  
(Post code: 200020)  
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 EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM or any adjournment thereof.

(D) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its Directors(s) or duly authorised attorney(s). 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.

(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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM or any adjournment thereof.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (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 his behalf at the EGM. 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 Office of the Board of Directors 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 EGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the EGM 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 specify the date of its issuance. If a corporate Shareholder appoints its corporate representative to attend the EGM, 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 corporate Shareholder.
- (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 except where the chairman of the meeting, 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, a poll will be demanded by the chairman of the EGM according to Article 8.18 of the Articles of Association of the Company so that all resolutions set out in the EGM Notice will be decided on a poll.

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 EGM is expected to last for half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

*As at the date of the notice, the executive Directors are Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, 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".*