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

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

If you have sold or transferred all your shares in **Shanghai Jin Jiang 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) PROPOSED CHANGE OF DIRECTOR,  
(2) PROPOSED EXTENSION OF TERM  
OF THE THIRD SESSION OF THE BOARD,  
(3) PROPOSED EXTENSION OF TERM  
OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE,  
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company for the year 2014 to be held at 9:00 a.m. on Wednesday, 17 June 2015 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the PRC is set out on pages 8 to 14 of this circular.

A form of proxy for use at the annual general meeting is enclosed herewith and is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.jinjianghotels.com.cn](http://www.jinjianghotels.com.cn)). 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 2015; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish.

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

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year 2014 to be held at 9:00 a.m. on Wednesday, 17 June 2015 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the PRC
“AGM Notice”	the notice of AGM
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	上海錦江國際酒店(集團)股份有限公司 (Shanghai Jin Jiang International Hotels (Group) Company Limited), a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange
“Director(s)”	directors(s) of the Company
“Domestic Shares”	domestic invested Shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for in RMB by PRC investors
“General Mandate”	a general mandate to issue Domestic Shares and H Shares representing up to 20% of the respective aggregate number of issued Domestic Shares and/or H Shares as at the date of passing the relevant resolution
“Group”	the Company and its subsidiaries
“H Shares”	overseas-listed foreign invested Shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in HK\$
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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

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

*Independent Non-Executive Directors:*

Mr. Ji Gang  
Dr. Rui Mingjie  
Mr. Yang Menghua  
Mr. Sun Dajian  
Dr. Tu Qiyu  
Mr. Shen Chengxiang

*Principal place of business in Hong Kong:*

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

30 April 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF DIRECTOR,  
(2) PROPOSED EXTENSION OF TERM  
OF THE THIRD SESSION OF THE BOARD,  
(3) PROPOSED EXTENSION OF TERM  
OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE,  
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

At the AGM, the Company will propose certain resolutions relating to (among other things): (i) proposed change of Director; (ii) proposed extension of term of the third session of the Board; (iii) proposed extension of term of the third session of the Supervisory Committee; and (iv) proposed grant of the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares.

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

### PROPOSED CHANGE OF DIRECTOR

Reference is made to the announcement of the Company dated 27 March 2015 in relation to the proposed change of Director.

The Board announces that because Mr. Yang Weimin (“Mr. Yang”) has attained retirement age, he has ceased to be (i) an executive Director with effect from the date of the AGM; and (ii) the vice chairman and chief executive officer of the Company with effect from 27 March 2015. Mr. Yang confirms that there is no disagreement between him and the Board, and there is no matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yang for his invaluable contributions to the Company during his term of office.

The Board further announces that Ms. Guo Lijuan (“Ms. Guo”) has been nominated as a Director and the vice chairman of the Company. The appointment of Ms. Guo as a Director is subject to approval at the AGM. Such appointment is to fill the vacancy arising from the retirement of Mr. Yang as a Director.

The biographical details of Ms. Guo are as follows:

**Ms. Guo Lijuan**, aged 52, has been nominated as a Director and the vice chairman of the Company. Ms. Guo obtained a master’s degree in business administration from China Europe International Business School (CEIBS). Ms. Guo was the deputy head of the suburban department and the rights and interests department of China Communist Youth League Shanghai Committee (共青團上海市委). She was the general manager and the chairman of Shanghai Advertising Co., Ltd. (上海廣告有限公司). She was a director and the vice president of Shanghai World Expo (Group) Co., Ltd. (上海世博(集團)有限公司). She was an executive director and the chairman of Shanghai Foreign Service Co., Ltd. (上海對外服務有限公司) and the vice president of Shanghai East Best International (Group) Co., Ltd. (上海東浩國際服務貿易(集團)有限公司). Ms. Guo is currently the president and a director of Jin Jiang International Holdings Company Limited (錦江國際(集團)有限公司).

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## LETTER FROM THE BOARD

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Save as disclosed above, Ms. Guo confirms for herself that: (i) she has not held any directorships in the last three years in any public companies listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment and professional qualification; and (ii) she does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO.

There is no other matter in relation to the proposed appointment of Ms. Guo that needs to be brought to the attention of the Shareholders, nor is there other information in relation to the proposed appointment of Ms. Guo that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

An ordinary resolution in relation to the appointment of Ms. Guo Lijuan as a Director of the Company will be put forth to the AGM for consideration and approval.

### **PROPOSED EXTENSION OF TERM OF THE THIRD SESSION OF THE BOARD**

The third session of the Board of the Company was elected on 16 October 2012 at the first extraordinary general meeting of the Company in 2012. Pursuant to the resolution at the general meeting, the term of the third session of the Board shall expire when the 2014 AGM of the Company concludes. In accordance with the needs of the Group for international development, preparation work for the transition of the Board of the Company is still in process. Therefore, it is proposed that the term of the third session of the Board of the Company shall be extended and the transition is expected to complete by 30 September 2015. The terms of the committees of the Board and the operating management of the Company shall be extended accordingly.

Before completion of the aforesaid transition, members of the third session of the Board and senior management of the Company will continue to discharge their duties and responsibilities with loyalty and diligence in compliance with the relevant requirements of statutory and administrative regulations and the Articles of Association.

An ordinary resolution in relation to the extension of term of the third session of the Board of the Company will be put forth to the AGM for consideration and approval.

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## LETTER FROM THE BOARD

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### **PROPOSED EXTENSION OF TERM OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

Pursuant to Article 13.3 of the Articles of Association, the Supervisory Committee shall comprise 2 Supervisors as Shareholder representatives, 2 Supervisors as employee representatives and 2 independent Supervisors. The Shareholder representatives and the independent Supervisors shall be elected and removed by the general meeting; the employee representatives shall be elected and removed by the Company's employees through democratic procedures. The term of a Supervisor co-opted or by-elected by a general meeting or employees of the Company shall become effective from the date of election until the expiry date of the current session of the Supervisory Committee.

The Shareholder representatives and the independent Supervisors of the third session of the Supervisory Committee of the Company were elected on 16 October 2012 at the first extraordinary general meeting of the Company in 2012, whose term shall, pursuant to the resolution at the general meeting, expire when the 2014 AGM of the Company concludes. In accordance with the needs of the Group for international development, preparation work for the transition of the Supervisory Committee of the Company is still in process. Therefore, it is proposed that the term of the third session of the Supervisory Committee of the Company shall be extended and the transition is expected to complete by 30 September 2015.

Before completion of the aforesaid transition, members of the third session of the Supervisory Committee of the Company will continue to discharge their duties and responsibilities with loyalty and diligence in compliance with the relevant requirements of statutory and administrative regulations and the Articles of Association.

An ordinary resolution in relation to the extension of term of the third session of the Supervisory Committee of the Company will be put forth to the AGM for consideration and approval.

### **PROPOSED GENERAL MANDATE TO ISSUE SHARES**

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

As at the date of this circular, the Shares of the Company in issue comprised 4,174,500,000 Domestic Shares and 1,391,500,000 H Shares. Subject to the approval for the General Mandate to issue Shares and on the basis that no further Shares will be issued prior to the AGM, the Company may issue up to 834,900,000 Domestic Shares and 278,300,000 H Shares. Any exercise of the power by the 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.

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## LETTER FROM THE BOARD

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A special resolution in relation to the General Mandate to issue Shares will be put forth to the AGM for consideration and approval.

### VOTING BY POLL AT THE AGM

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

### RECOMMENDATION

The Directors believe that (i) the ordinary resolution in relation to the proposed change of Director; (ii) the ordinary resolution in relation to the proposed extension of term of the third session of the Board; (iii) the ordinary resolution in relation to the proposed extension of term of the third session of the Supervisory Committee; and (iv) the special resolution in relation to the proposed General Mandate to issue Shares, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM as set out in the AGM Notice.

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 as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".*

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## NOTICE OF ANNUAL 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 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 2014 (the “AGM”) of Shanghai Jin Jiang International Hotels (Group) Company Limited (the “Company”) will be held at 9:00 a.m. on Wednesday, 17 June 2015 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the People’s Republic of China (the “PRC”) for the following purposes:

by way of ordinary resolutions:

1. to consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2014;
2. to consider and approve the report of the supervisory committee of the Company (the “Supervisory Committee”) for the year ended 31 December 2014;
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 2014;
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 2014 and to authorise the Board to distribute such dividend to shareholders of the Company;
5. to consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong Certified Public Accountants as the Company’s international auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the determination of its remuneration by the audit committee of the Board;

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## NOTICE OF ANNUAL GENERAL MEETING

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6. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's PRC auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the determination of its remuneration by the audit committee of the Board;
7. to consider and approve the appointment of Ms. Guo Lijuan as a director of the Company;
8. to consider and approve the extension of term of the third session of the Board of the Company till the completion of transition by 30 September 2015;
9. to consider and approve the extension of term of the third session of the Supervisory Committee of the Company till the completion of transition by 30 September 2015;

by way of a special resolution:

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 or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
    - (i) 20% of the aggregate number of Domestic Shares of the Company in issue; and/or
    - (ii) 20% of the aggregate number of H Shares of the Company in issue, in each case as at the date of passing this resolution; and
  - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (as amended from time to time) and only if all necessary approvals from China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

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## NOTICE OF ANNUAL GENERAL MEETING

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for the purposes of this resolution:

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

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

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

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

Shanghai, the PRC, 30 April 2015

**Notes:**

- (A) Important: You should first review the annual report of the Company for the year 2014 before appointing a proxy. The annual report of the Company for the year 2014 will include the report of the Board for the year 2014, the report of the Supervisory Committee for the year 2014 and the financial statements for the year 2014. The annual report of the Company for the year 2014 will be despatched to the shareholders of the Company to their addresses as shown in the register of members of the Company (the “Register of Members”).

For the purpose of holding the AGM, the Register of Members will be closed from Monday, 18 May 2015 to Wednesday, 17 June 2015 (both dates inclusive), during which period no share transfers will be registered. Shareholders of the Company whose names appear on the Register of Members on Wednesday, 17 June 2015 are entitled to attend and vote at the AGM.

In order to attend the AGM, holders of the Company’s H Shares shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H share registrar and transfer office, not later than 4:30 p.m. on Friday, 15 May 2015.

The Board has recommended a final dividend of RMB5.0 cents per share (inclusive of tax) for the year ended 31 December 2014 and, if the relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, the Register of Members will be closed from Wednesday, 24 June 2015 to Monday, 29 June 2015 (both dates inclusive), during which period no share transfers will be registered. The dividend is expected to be paid within two months after the AGM to those shareholders of the Company whose names appear on the Register of Members on Monday, 29 June 2015.

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## NOTICE OF ANNUAL GENERAL MEETING

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In order to qualify for the final dividend, holders of the Company's H Shares shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office, not later than 4:30 p.m. on Tuesday, 23 June 2015.

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

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

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

Any resident enterprise (as defined under the CIT Law) which has been legally incorporated in the PRC or which has established de facto administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the Company's H share register on Monday, 29 June 2015 must deliver an legal opinion issued by a lawyer qualified to practice in the PRC (and endorsed with the law firm's chop) and relevant document(s) certifying that it is a resident enterprise to Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on Tuesday, 23 June 2015, 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 the Company on Monday, 29 June 2015. Any natural person investor whose H shares are registered under the name of a non-individual shareholder and who does not wish to have any corporate income tax to be withheld by the Company may consider transferring the legal title of the relevant H Shares into his or her name and duly lodge all transfer documents with the relevant H share certificates with the Company's H share registrar and transfer office for registration on or before 4:30 p.m. on Tuesday, 23 June 2015.

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## NOTICE OF ANNUAL GENERAL MEETING

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

- (B) As at the date of this notice, the Shares of the Company in issue comprises 4,174,500,000 Domestic Shares and 1,391,500,000 H Shares. Subject to the approval for resolution No.10 on the general mandate to issue shares and on the basis that no further shares will be issued prior to the AGM, the Company may issue up to 834,900,000 Domestic Shares and 278,300,000 H Shares.
- (C) Holders of Domestic Shares or H Shares of the Company, who intend to attend the AGM, must complete the reply slips and return them to the Office of the Board of Directors of the Company not later than 20 days before the date of the AGM, i.e. not later than Wednesday, 27 May 2015.

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

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

- (D) Each holder of H Shares of the Company who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM.
- (E) A proxy must be appointed by a shareholder in writing and the instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of the shareholder being a corporation, must be either executed under its common seal or under the hand of its directors(s) or duly authorised attorney(s) in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarised.
- (F) For holders of H Shares of the Company, the form of proxy and, if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (G) Each holder of Domestic Shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. Notes (D) to (F) also apply to holders of Domestic Shares of the Company, except that the form of proxy or other documents of authority must be delivered to the Office of the Board of Directors of the Company, the address of which is set out in Note (C) above, not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (H) If a proxy attends the AGM on behalf of a shareholder, he should produce his identity card and the form of proxy signed by the shareholder or his legal representative or his duly authorised attorney, specifying the date of its issuance. If a corporate shareholder appoints its corporate representative to attend the AGM, such representative should produce his identity card and the notarised copy of the resolution passed by the board of directors or other authorities of such corporate shareholder.
- (I) In accordance with the requirements of Rule 13.39(4) of the Listing Rules, all votes of the shareholders to be taken at a general meeting shall be taken by poll. Therefore, according to Article 8.18 of the articles of association of the Company, the chairman of the AGM will demand a poll for all resolutions to be voted on as set out in this notice of AGM.

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

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

*As at the date of this notice, the executive directors of the Company are Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Yang Yuanping, Mr. Shao Xiaoming, Mr. Han Min and Mr. Kang Ming and the independent non-executive directors of the Company are Mr. Ji Gang, Dr. Rui Mingjie, Mr. Yang Menghua, Mr. Sun Dajian, Dr. Tu Qiyu and Mr. Shen Chengxiang.*

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