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Shanghai Jin Jiang Capital Company Limited*

上海錦江資本股份有限公司

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

(Stock Code: 02006)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that H shareholders' class meeting of Shanghai Jin Jiang Capital Company Limited (the "**Company**") (the "**H Shareholders' Class Meeting**") will be held at 2:00 p.m. on Tuesday, 26 April 2022 or immediately following the conclusion of the EGM or any adjournment thereof on Tuesday, 26 April 2022 at Jin Jiang Grand Hall, 59 South Maoming Road, Huangpu District, Shanghai, the PRC for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the composite document (the "**Composite Document**") jointly issued by the Company and Jin Jiang International Holding Company Limited (the "**Offeror**") dated 1 April 2022.

AS SPECIAL RESOLUTION

1. (a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 24 November 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.
- (b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.

By order of the Board
Shanghai Jin Jiang Capital Company Limited*
Ma Mingju
Executive Director and CEO

Shanghai, the PRC
1 April 2022

Notes:

- (A) As set out in the Composite Document, it is one of the Conditions to effectiveness of the Merger Agreement that (a) the special resolution in the H Shareholders' Class Meeting approving the Merger under the Merger Agreement is approved by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy; and (b) the number of votes cast against such resolution is not more than 10% of the votes attaching to all H Shares held by the Independent H Shareholders.
- (B) For the purpose of determining the H Shareholders who will be entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company (the "**Register of Members**") will be closed from Thursday, 21 April 2022 to Tuesday, 26 April 2022 (both dates inclusive), during which period no transfer of Shares will be registered. Independent H Shareholders of the Company whose names appear on the Register of Members on Tuesday, 26 April 2022 are entitled to attend and vote at the H Shareholders' Class Meeting.
- (C) To be eligible to attend and vote at the H Shareholders' Class Meeting, the Independent H Shareholders 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, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 20 April 2022.
- (D) Each holder of H Shares of the Company who has the right to attend and vote at the H Shareholders' Class Meeting is entitled to appoint in writing one (or, if he/she/it holds two or more issued H Shares, more than one) proxy, whether a shareholder or not, to attend and vote on his behalf at the H Shareholders' Class Meeting. The form of proxy shall contain the number of the H Shares to be represented by the proxy. If several persons are authorised as the proxies of a H Shareholder, the form of proxy shall specify the number of H Shares to be represented by each proxy.
- (E) The form of proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of the shareholder being a legal person, must be either executed under its common seal or under the hand of its directors(s) or attorney(s) duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarised.
- (F) The form of proxy and, if the form of proxy is signed by a person under a power of attorney or other authorisation documents on behalf of the appointor, a notarially certified copy of that power of attorney or other authorisation documents, 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, Wan Chai, Hong Kong not later than 24 hours before the time appointed for holding the H Shareholders' Class Meeting (i.e. no later than Monday, 25 April 2022 at 2:00 p.m.) or any adjournment thereof in order for such documents to be valid.
- (G) Delivery of the form of proxy shall not preclude an Independent H Shareholder from subsequently attending and voting in person at the H Shareholders' Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (H) If a proxy attends the H Shareholders' Class Meeting on behalf of a H Shareholder, he/she should produce his identity card and the form of proxy signed by the H 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 H Shareholders' Class Meeting, 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) The H Shareholders' Class Meeting is expected to last for half a day. Shareholders attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.

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

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