

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in “Glossary of Technical Terms”.

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period as set out in Appendix I to this Document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix V to this Document
“associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Ascott”	Ascott Property Management (Shanghai) Co., Ltd.* (雅詩閣物業管理(上海)有限公司)
“Audit, Risk Control and Compliance Committee”	the audit, risk control and compliance committee of the Board
“B Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in USD
“B Shareholder(s)”	holder(s) of our B Share(s)
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Hong Kong Listing Rules
“China” or “the PRC”	the People’s Republic of China, but for the purpose of this Document and for geographical reference only and except where the context requires, references in this Document to “China” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region of the People’s Republic of China, and Taiwan Region

DEFINITIONS

“close associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Shanghai Jin Jiang International Hotels Co., Ltd. (上海錦江國際酒店股份有限公司), a joint stock company incorporated in the PRC on June 9, 1993, the A Shares and B Shares of which have been listed on the Shanghai Stock Exchange (A Shares stock code: 600754 and B Shares stock code: 900934)
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, shall mean Jin Jiang International, Jin Jiang Capital, Jin Jiang International Hong Kong and Jin Jiang International Hong Kong Investment Management
“core connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“CSRC”	The China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	environmental, social and governance
“EU”	the European Union
“Euro”, “EUR” or “€”	the lawful currency of the member states of the EU participating in the third stage of the EU’s Economic and Monetary Union
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent global market research and consulting company
“Frost & Sullivan Report”	the report prepared by Frost & Sullivan

[REDACTED]

DEFINITIONS

[REDACTED]

“GPP”	Global Purchasing Platform, a B2B e-commerce procurement platform held by Jin Jiang Liancai
“Group”, “our Group”, “we”, “us” or “our”	our Company and our subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Hilton Group”	Hilton Worldwide Manage Limited and its subsidiaries
“H Share(s)”	ordinary shares in the share capital of our Company with a nominal value of RMB1.00 each, to be [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange
	[REDACTED]
“H Shareholder(s)”	holder(s) of our H Share(s)
“HK\$”, “Hong Kong dollar” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Hong Kong Listing Rules
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[REDACTED]

“Jin Jiang Capital”	Shanghai Jin Jiang Capital Company Limited* (上海錦江資本有限公司), a limited liability company incorporated in the PRC on June 16, 1995, being one of our Controlling Shareholders
“Jin Jiang Hotels Management”	Jin Jiang International Hotels Management Co., Ltd.* (錦江國際酒店管理有限公司), a limited liability company incorporated in the PRC on December 1, 1992, being our wholly owned subsidiary

DEFINITIONS

“Jin Jiang International”	Jin Jiang International Holding Company Limited* (錦江國際(集團)有限公司), a limited liability company incorporated in the PRC on April 13, 1991, being one of our Controlling Shareholders
“Jin Jiang International Finance Company”	Jin Jiang International Holdings Finance Co., Ltd.* (錦江國際集團財務有限責任公司), a limited liability company incorporated in the PRC on October 16, 1997, being a connected person of our Company
“Jin Jiang International Group”	Jin Jiang International and its subsidiaries (excluding our Group)
“Jin Jiang International Hong Kong”	Shanghai Jin Jiang International Hotels Group (HK) Company Limited (上海錦江國際酒店集團(香港)有限公司), a limited liability company incorporated in Hong Kong on February 14, 2000, being one of our Controlling Shareholders
“Jin Jiang International Hong Kong Investment Management”	Jin Jiang International Hotels Group (HK) Investment Management Company Limited (錦江國際酒店集團(香港)投資管理有限公司), a limited liability company incorporated in Hong Kong on December 6, 2013, being one of our Controlling Shareholders
“Jin Jiang Liancai”	Shanghai Jin Jiang GPP Supply Chain Co., Ltd.* (上海錦江聯采供應鏈有限公司), a limited liability company incorporated in the PRC on November 14, 2019, being our wholly owned subsidiary
“Jin Jiang WeHotel”	Shanghai Wehotel Technology Co., Ltd.* (上海齊程網絡科技有限公司), a limited liability company incorporated in the PRC on February 16, 2017, being our wholly owned subsidiary
“JJ Rewards”	Jin Jiang Rewards, our loyalty program

[REDACTED]

“Keystone Group”	Keystone Lodging Holdings Limited, a wholly-owned subsidiary of ours, and its subsidiaries
“Latest Practicable Date”	March 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[REDACTED]

“Listing of A Shares”	the listing of our A Shares on the Shanghai Stock Exchange on October 11, 1996
“Listing of B Shares”	the listing of our B Shares on the Shanghai Stock Exchange on December 15, 1994

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“MOF” or “Ministry of Finance”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NFRA”	National Financial Regulatory Administration (國家金融監督管理總局)
“Nomination Committee”	the nomination committee of the Board
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC Company Law”	the Company Law of the PRC, as amended, modified and/or otherwise supplemented from time to time
“PRC GAAP”	generally accepted accounting principles in mainland China
“PRC Government” or “State”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Adviser”	King & Wood, the legal adviser of our Company as to the PRC laws

[REDACTED]

DEFINITIONS

[REDACTED]

“province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“R&D”	research and development
“Radisson Hotel Group”	Radisson Hospitality AB and its subsidiaries
“Radisson Series”	<i>Radisson Collection, Radisson Blu, Radisson Individuals, Park Plaza, Radisson Red, Park inn by Radisson, Country Inn & Suites By Radisson</i> and <i>Radisson</i>
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Restricted Share Incentive Scheme 2024”	the 2024 restricted share incentive scheme adopted by the then Shareholders on September 20, 2024
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SASAC”	the State-owned Assets Supervision and Administration Commission (國有資產監督管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising A Share(s), B Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of our Share(s)

DEFINITIONS

“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“Smartel”	Smart Hotel Management Co., Ltd.* (時尚之旅酒店管理有限公司), a limited liability company incorporated in the PRC on January 25, 2010
“Sole Sponsor”	the sole sponsor of the [REDACTED] of the H Shares on the Hong Kong Stock Exchange as named in “Directors and Parties Involved in the [REDACTED]”
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategic Investment and ESG Committee”	the strategic investment and ESG committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Track Record Period”	the financial years ended December 31, 2023, 2024, and 2025
“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), promulgated by the CSRC on February 17, 2023
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
“U.S. dollars”, “US dollars”, “USD” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder

[REDACTED]

“VAT”	value-added tax
“Vienna Series”	<i>Vienna Hotel, Vienna International hotel, Vienna 3 Best hotel, Vienna Classic hotel, Vienna Best Sleep hotel Vienna Apartment, Venus Hotels and Venus International</i>
“WeHotel”	a hotel reservation system owned by Jin Jiang WeHotel

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“%”	per cent
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* For identification purposes only