

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31 March 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer **Jinmao Hotel and  
Jinmao (China) Hotel Investments and Management  
Limited**  
Date Submitted **3 April 2019**

I. Movements in Authorised Share Capital

1. Ordinary Shares (as a component of Share Stapled Units <sup>Note 3</sup>)

(1) Stock code : <u>06139</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>5,000,000,000</u>	<u>HK\$0.0005</u>	<u>HK\$2,500,000</u>
Increase/(decrease)	<u>--</u>		<u>--</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>HK\$0.0005</u>	<u>HK\$2,500,000</u>
(2) Stock code : <u>--</u> Description : <u>--</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>--</u>	<u>--</u>	<u>--</u>
Increase/(decrease)	<u>--</u>		<u>--</u>
Balance at close of the month	<u>--</u>	<u>--</u>	<u>--</u>

2. Preference Shares (as a component of Share Stapled Units <sup>Note 3</sup>)

Stock code :	06139 Description : Preference Shares		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	5,000,000,000	HK\$0.0005	HK\$2,500,000
Increase/(decrease)	--		--
Balance at close of the month	5,000,000,000	HK\$0.0005	HK\$2,500,000

3. Other Classes of Shares

Stock code :	-- Description : --		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	--	--	--
Increase/(decrease)	--		--
Balance at close of the month	--	--	--

Total authorised share capital at the end of the month (State currency) : **HK\$5,000,000**

II. Movements in Issued Ordinary Shares and Preference Shares (as components of Share Stapled Units <sup>Note 3</sup>) and Issued Share Stapled Units <sup>Note 3</sup>

	No. of ordinary shares		No. of preference shares	No. of Share Stapled Units <sup>Note 3</sup>	No. of other classes of shares
	(1)	(2)			
Balance at close of preceding month	2,000,000,000	--	2,000,000,000	2,000,000,000	--
Increase/ (decrease) during the month	--	--	--	--	--
Balance at close of the month	2,000,000,000	--	2,000,000,000	2,000,000,000	--

III. Details of Movements in Issued Ordinary Shares and Preference Shares (as components of Share Stapled Units <sup>Note 3</sup>) and Issued Share Stapled Units <sup>Note 3</sup>  
 Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. -- _____ _____ _____ ( / / ) _____ shares	--	--	--	--	--	--
(Note 1)						
2. -- _____ _____ _____ ( / / ) _____ shares	--	--	--	--	--	--
(Note 1)						
3. -- _____ _____ _____ ( / / ) _____ shares	--	--	--	--	--	--
(Note 1)						
			Total A. (Ordinary shares <sup>Note 3</sup> )		--	
			(Preference shares <sup>Note 3</sup> )		--	
			(Share Stapled Units <sup>Note 3</sup> )		--	
			(Other class)		--	
Total funds raised during the month from exercise of options (State currency)				--		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. -- _____ _____	--	--	--	--	--	--
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
2. -- _____ _____	--	--	--	--	--	--
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
3. -- _____ _____	--	--	--	--	--	--
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
4. -- _____ _____	--	--	--	--	--	--
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
		Total B.	(Ordinary shares <sup>Note 3</sup> )		--	
			(Preference shares <sup>Note 3</sup> )		--	
			(Share Stapled Units <sup>Note 3</sup> )		--	
			(Other class)		--	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. -- _____ _____ _____	--	--	--	--	--	--
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
			Total C. (Ordinary shares <sup><i>Note 3</i></sup> )		--	
			(Preference shares <sup><i>Note 3</i></sup> )		--	
			(Share Staped Units <sup><i>Note 3</i></sup> )		--	
			(Other class)		--	



Other Movements in Issued Ordinary Shares and Preference Shares (as components of Share Stapled Units) and Issued Share Stapled Units

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	-- --
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	-- --
3. Placing	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	-- --
4. Bonus issue			Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	-- --

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	--	--
6.	Repurchase of shares		Class of shares _____ repurchased ( <i>Note 1</i> ) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	--	--
7.	Redemption of shares		Class of shares _____ redeemed ( <i>Note 1</i> ) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	--	--
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	--	--
9.	Capital reorganisation		Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	--	--



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
10. Other (Please specify)	At price : State currency _____	Class of shares _____ issuable (Note 1)	
		Issue and allotment date : (dd/mm/yyyy)	( / / )
		EGM approval date: (dd/mm/yyyy)	( / / )
			-- --
		Total E. (Ordinary shares <sup>Note 3</sup> )	--
		(Preference shares <sup>Note 3</sup> )	--
		(Share Stapled Units <sup>Note 3</sup> )	
		(Other class)	--

Total increase / (decrease) in ordinary shares <sup>Note 3</sup> during the month (i.e. Total of A to E):	N/A
(1)	
(2)	N/A
Total increase / (decrease) in preference shares <sup>Note 3</sup> during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in Share Stapled Units <sup>Note 3</sup> during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Ordinary Shares and Preference Shares (as components of Share Stapled Units <sup>Note 3</sup>) and Issued Share Stapled Units <sup>Note 3</sup>"))</i>	

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:	
<i>(Note 4)</i>	
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical <i>(Note 5)</i> ;
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared

and will be delivered in accordance with the terms of issue;

- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: HO Wing Tsz Wendy

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*
3. *A Share Stapled Unit is the combination of the following securities or interests in securities which, subject to the provisions in the trust deed constituting Jinmao Hotel, can only be dealt with together and may not be dealt with individually or one without the others: (a) a Unit in Jinmao Hotel; (b) the beneficial interest in a specifically identified ordinary share of Jinmao (China) Hotel Investments and Management Limited (“JCHIML”) linked to the Unit and held by Jinmao (China) Investments Manager Limited as legal owner in its capacity as trustee-manager of Jinmao Hotel; and (c) a specifically identified preference share of JCHIML stapled to the Unit.*
4. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
5. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*