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

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

**If you have sold or transferred** all your Share Stapled Units (as defined herein) in **Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Jinmao Hotel**  
**金茂酒店**

*(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong,  
the trustee of which is Jinmao (China) Investments Manager Limited)*

and

**Jinmao (China) Hotel Investments and Management Limited**  
**金茂(中國)酒店投資管理有限公司**

*(Registered in the Cayman Islands with limited liability)*

**Stock code: 06139**

**PROPOSED GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS**  
**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**NOTICE OF 2018 ANNUAL GENERAL MEETING OF HOLDERS OF**  
**SHARE STAPLED UNITS**

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A notice convening the 2018 AGM (as defined herein) of Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited to be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 2 p.m. on Wednesday, 5 June 2019, is set out on pages 15 to 20 of this circular.

Whether or not you are able to attend the 2018 AGM in person, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable and in any event not later than 2 p.m. on Monday, 3 June 2019 or no less than 48 hours before the time appointed for holding the 2018 AGM or any adjourned meeting (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 2018 AGM or any adjournment thereof should you so wish.

*(Reference to time and date in this circular are to Hong Kong time and date.)*

2 May 2019

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## DEFINITIONS

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

|                         |  |
|-------------------------|--|
| “2018 AGM”              | the annual general meeting of unitholders of the Trust and shareholders of the Company to be held on a combined basis as a single meeting characterised as an annual general meeting of Holders of Share Stapled Units, convened by the Trustee-Manager and the Company, will be held at 2 p.m. on Wednesday, 5 June 2019, the Notice of which is set out on pages 15 to 20 of this circular |
| “Boards”                | the Company Board and the Trustee-Manager Board  |
| “China Jinmao”          | China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability on 2 June 2004, whose shares are listed on the Main Board of the Stock Exchange (stock code: 00817) and a controlling Holder of Share Stapled Units and a connected person of Jinmao Hotel and the Company  |
| “China Jin Mao (Group)” | China Jin Mao (Group) Company Limited (中國金茂(集團)有限公司), a company incorporated in the PRC with limited liability on 10 February 1993 and a wholly-owned subsidiary of the Company  |
| “Company”               | Jinmao (China) Hotel Investments and Management Limited (金茂(中國)酒店投資管理有限公司), a company incorporated under the laws of the British Virgin Islands with limited liability on 18 January 2008 and registered by way of continuation in the Cayman Islands as an exempted company with limited liability on 21 March 2014 under the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands  |
| “Company Board”         | the board of directors of the Company  |
| “Company’s Articles”    | the amended and restated articles of association of the Company adopted on 13 June 2014, as amended from time to time  |

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## DEFINITIONS

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|------------------------------------|--|
| “Convertible Instruments”          | any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by Jinmao Hotel and the Company and any securities issued by the Company or any of its subsidiaries which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “pursuant to” any Convertible Instruments mean an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments |
| “Director(s)”                      | a director of the Trustee-Manager and/or a director of the Company   |
| “Group”                            | the Company and its subsidiaries   |
| “Holder(s) of Share Stapled Units” | person(s) registered in the Share Stapled Units Register as holder(s) of Share Stapled Units and, where the registered holder of Share Stapled Units is HKSCC Nominees Limited, shall also include, where the context so admits, the Central Clearing and Settlement System (“CCASS”) participants whose securities accounts with the CCASS are deposited with the Share Stapled Units   |
| “Hong Kong”                        | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Jinmao Hotel” or “Trust”          | Jinmao Hotel (金茂酒店), a trust constituted by the Trust Deed under the laws of Hong Kong, which has been established as a fixed single investment trust, with its activities being limited to investing in the Company and anything necessary or desirable for or in connection with investing in the Company  |
| “Latest Practicable Date”          | 25 April 2019, being the latest practicable date for ascertaining certain information for inclusion in this circular   |
| “Listing Rules”                    | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time   |

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## DEFINITIONS

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|---------------------------------|---|
| “Notice”                        | the notice of the 2018 AGM as set out on pages 15 to 20 of this circular  |
| “Ordinary Share(s)”             | ordinary share(s) with a nominal value of HK\$0.0005 each in the share capital of the Company conferring the rights set out in the Company’s Articles   |
| “Preference Share(s)”           | preference share(s) with a nominal value of HK\$0.0005 each in the share capital of the Company conferring the rights set out in the Company’s Articles   |
| “SFO”                           | The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time   |
| “Share Stapled Units”           | <p>the combination of the following securities or interests in securities which, subject to the provisions in the Trust Deed, can only be dealt with together and may not be dealt with individually or one without the others:</p> <ul style="list-style-type: none"><li>(a) a Unit in the Trust;</li><li>(b) the beneficial interest in a specifically identified Ordinary Share linked to the Unit and held by the Trustee-Manager as legal owner (in its capacity as trustee-manager of Jinmao Hotel); and</li><li>(c) a specifically identified Preference Share stapled to the Unit</li></ul> |
| “Share Stapled Units Register”  | the register of registered Holders of Share Stapled Units   |
| “Share Stapled Units Registrar” | Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong  |
| “Sinochem Group”                | Sinochem Group Co., Limited (中國中化集團有限公司), a state-owned enterprise established in the PRC on 11 August 1981 and the ultimate controlling holder of the Share Stapled Units  |
| “Stock Exchange”                | The Stock Exchange of Hong Kong Limited   |

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## DEFINITIONS

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|-------------------------|---|
| “Trust Deed”            | the trust deed dated 13 June 2014 constituting Jinmao Hotel and entered into between the Trustee-Manager and the Company, as amended from time to time  |
| “Trustee-Manager”       | Jinmao (China) Investments Manager Limited (金茂(中國)投資管理人有限公司), a company incorporated in Hong Kong with limited liability on 20 March 2014, in its capacity as trustee-manager of Jinmao Hotel |
| “Trustee-Manager Board” | the board of directors of the Trustee-Manager   |
| “Unit”                  | a unit in Jinmao Hotel which confers the rights set out in the Trust Deed   |

**Jinmao Hotel**  
**金茂酒店**

*(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong,  
the trustee of which is Jinmao (China) Investments Manager Limited)*

and

**Jinmao (China) Hotel Investments and Management Limited**  
**金茂(中國)酒店投資管理有限公司**

*(Registered in the Cayman Islands with limited liability)*

**Stock code: 06139**

***Directors of the Trustee-Manager and  
the Company***

*Non-executive Directors:*

Mr. LI Congrui (*Chairman*)

Mr. ZHANG Hui

Mr. JIANG Nan

*Executive Director and*

*Chief Executive Officer:*

Mr. TANG Yong

*Independent Non-executive Directors:*

Dr. CHUNG Shui Ming Timpson

Dr. CHEN Jieping

Dr. XIN Tao

***Registered Office of the Company***

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

***Principal Place of Business in  
Hong Kong of the Company***

Rooms 4702-03, 47th Floor

Office Tower, Convention Plaza

No. 1 Harbour Road

Wanchai, Hong Kong

***Registered Office of the Trustee-Manager***

Rooms 4702-03, 47th Floor

Office Tower, Convention Plaza

No. 1 Harbour Road

Wanchai, Hong Kong

Hong Kong, 2 May 2019

*To the Holders of Share Stapled Units*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

**AND**

**NOTICE OF 2018 ANNUAL GENERAL MEETING OF THE HOLDERS OF  
SHARE STAPLED UNITS**

**1. INTRODUCTION**

The purpose of this circular is to provide Holders of Share Stapled Units with information regarding the proposed general mandate to issue Share Stapled Units, the proposed re-election of retiring Directors of the Trustee-Manager and the Company, and to seek your approval at the 2018 AGM in connection with, inter alia, such matters.

**2. PROPOSED GENERAL MANDATE TO ISSUE SHARE STAPLED UNITS**

An ordinary resolution will be proposed at the 2018 AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Share Stapled Units (and securities or Convertible Instruments convertible into Share Stapled Units) not exceeding 20% of the Share Stapled Units in issue as at the date of passing of the relevant ordinary resolution. Any exercise of the general mandate would be subject to any applicable provisions of the Listing Rules, the Trust Deed and the Company's Articles. The mandate shall only remain in effect until the conclusion of the next annual general meeting of the Trust and the Company, or the expiration of the period within which such annual general meeting is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first.

Pursuant to Clause 5.4 of the Trust Deed, any other issue of, or any agreement (whether conditional or unconditional) to issue new Share Stapled Units and/or Convertible Instruments shall require specific prior approval by an ordinary resolution of Holders of Share Stapled Units, except that agreements to issue new Share Stapled Units which are conditional upon specific prior approval by ordinary resolution of Holders of Share Stapled Units may be entered into without first obtaining such prior approval. For the avoidance of doubt, Ordinary Resolution numbered 6 as set out in the Notice would, upon passing by the Holders of Share Stapled Units, constitute a specific prior approval for this purpose.

As at the Latest Practicable Date, Jinmao Hotel and the Company have jointly issued 2,000,000,000 Share Stapled Units. On the assumption that there is no variation to the Share Stapled Units in issue during the period from the Latest Practicable Date to the date of passing of the ordinary resolution approving the general mandate to issue new Share Stapled Units as referred to above, the maximum number of Share Stapled Units which may be issued pursuant to such general mandate would be 400,000,000.

**3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Under the Trust Deed, the directors of the Trustee-Manager must be the same individuals who serve as the directors of the Company at the relevant time; no person shall serve as a director of the Trustee-Manager unless he/she also serves as a director of the Company at the same time; and the office of a director of the Trustee-Manager shall be vacated if the relevant person ceases to be a director of the Company. Those provisions are also contained in the articles of association of the Trustee-Manager. Accordingly, the retirement by rotation provisions are also applicable, indirectly, in relation to the Trustee-Manager Board.

In accordance with the Company's Articles and the Trust Deed, Mr. LI Congrui, Mr. ZHANG Hui and Dr. CHEN Jieping will be subject to retirement by rotation and they, being eligible, offer themselves for re-election at the 2018 AGM.



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## LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

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The Remuneration and Nomination Committee of the Company identifies individuals who are qualified to become members of the Board and selects or makes recommendations to the Company Board on the selection of individuals nominated for directorship. It also examines the standards and procedures for selection of Directors and senior management and makes recommendations to the Company Board. Pursuant to the nomination policy of the Company, the Remuneration and Nomination Committee utilises various methods for identifying director candidates, including recommendations from professional search firms, and may review the resume and job history of the candidate, conduct personal interviews and verification of professional and personal references or perform background checks, etc. On evaluation of the director candidates, the Board and the Remuneration and Nomination Committee of the Company seek to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and length of service. The selection of candidates by the Company is based on the above-mentioned criteria on diversity.

Dr. CHEN has extensive experience in the accounting field. As the Chairman of the Audit Committee of the Trustee-Manager and the Company and a member of the Remuneration and Nomination Committee of the Company, Dr. CHEN has been continuously providing constructive comments and opinions to the Boards in respect of accounting and governance matters since his appointment.

The Boards and the Remuneration and Nomination Committee of the Company are satisfied that Dr. CHEN has the required character, integrity and experience to continue fulfilling his role as an independent non-executive Director effectively and will continue to contribute to the diversity of the Board. The Remuneration and Nomination Committee of the Company has also assessed the independence of Dr. CHEN as an independent non-executive Director and formed the view that he has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

The Boards consider that the re-election of Dr. CHEN as an independent non-executive Director is in the best interests of Jinmao Hotel and the Company and the Holders of Share Stapled Units as a whole.

Biographical details of the retiring Directors proposed to be re-elected at the 2018 AGM are set out in the Appendix to this circular. The re-election of these retiring Directors will be individually voted on by the Holders of Share Stapled Units.

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## LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

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### 4. 2018 AGM AND PROXY ARRANGEMENT

At the 2018 AGM, ordinary resolutions will be proposed to approve, inter alia, the general mandate to issue Share Stapled Units and the re-election of retiring Directors.

The Notice convening the 2018 AGM is set out on pages 15 to 20 of this circular. Holders of Share Stapled Units are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2018 AGM in accordance with the instructions printed thereon.

Each resolution proposed to approve a matter to be considered by the Holders of Share Stapled Units at the 2018 AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.

The form of proxy provided to Holders of Share Stapled Units for use at the 2018 AGM, and the form of voting paper to be used at the 2018 AGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of Holders of Share Stapled Units to be proposed at the 2018 AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:

- (a) a vote of the Units of the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
- (b) a vote of the Preference Shares (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's Articles; and
- (c) an instruction to the Trustee-Manager to vote the number of Ordinary Shares held by the Trustee-Manager (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's Articles.

In respect of each individual Share Stapled Unit, the voting rights conferred by the Unit, the Preference Share and the interest in an Ordinary Share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of Holders of Share Stapled Units to be proposed at the 2018 AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in the paragraph immediately above.

The Trustee-Manager will not exercise any voting rights in respect of a resolution proposed at the 2018 AGM conferred by those Ordinary Shares held by the Trustee-Manager which are components of the Share Stapled Units in respect of which no voting rights are exercised by the holders of those Share Stapled Units in respect of the relevant resolution at the 2018 AGM.

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## LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, Article 13.6 of the Company's Articles and paragraph 3.4 of Schedule 1 of the Trust Deed, the chairman of the 2018 AGM will put each of the proposed resolutions set out in the Notice to be voted by way of a poll. On a poll, votes may be given either personally, by corporate representative or by proxy. An announcement on the poll results will be published on the websites of the Stock Exchange and the Company on the same day after the 2018 AGM.

### **5. CLOSURE OF REGISTERS**

The Share Stapled Units Register, the register of holders of Units, the principal and Hong Kong branch registers of members of the Company, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed during the following periods and during these periods, no transfer of Share Stapled Units will be registered:

- (i) For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to attend and vote at the 2018 AGM, the aforesaid registers will be closed from Thursday, 30 May 2019 to Wednesday, 5 June 2019, both days inclusive. In order to be eligible to attend and vote at the 2018 AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 May 2019.
- (ii) For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to the proposed 2018 final distribution, the aforesaid registers will be closed from Friday, 14 June 2019 to Wednesday, 19 June 2019, both days inclusive. In order to qualify for the proposed 2018 final distribution, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2019.

### **6. RECOMMENDATION**

The Directors consider that the resolutions proposed at the 2018 AGM are all in the best interests of Jinmao Hotel and the Company and the Holders of Share Stapled Units as a whole. Accordingly, the Directors recommend all Holders of Share Stapled Units to vote in favour of the relevant resolutions to be proposed at the 2018 AGM.

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**LETTER FROM THE TRUSTEE-MANAGER BOARD AND THE COMPANY BOARD**

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**7. GENERAL INFORMATION**

Your attention is drawn to the Appendix which sets out details of the Directors proposed to be re-elected at the 2018 AGM in accordance with the Listing Rules.

Yours faithfully,

For and on behalf of the boards of

**Jinmao (China) Investments Manager Limited**

**and**

**Jinmao (China) Hotel Investments and Management Limited**

**LI Congrui**

*Chairman*

*Under the Trust Deed, the directors of the Trustee-Manager must be the same individuals who serve as the directors of the Company at the relevant time. In accordance with the Company's Articles and the Trust Deed, Mr. LI Congrui, Mr. ZHANG Hui, and Dr. CHEN Jieping will be subject to retirement by rotation and they, being eligible, offer themselves for re-election at the 2018 AGM. The biographical details of the retiring Directors proposed to be re-elected are set out below to enable Holders of Share Stapled Units to make an informed decision on their re-election.*

#### NON-EXECUTIVE DIRECTORS

- 1. Mr. LI Congrui**, aged 48, was appointed as the non-executive Director of the Trustee-Manager and the Company on 25 March 2014 and was appointed as the Chairman of the Board on 29 April 2016. Mr. LI is also a member of the Remuneration Committee and Nomination Committee of the Board of the Company. He has been the Vice President of China Jinmao since April 2009, the executive director of China Jinmao since June 2011, the executive director and Chief Executive Officer of China Jinmao since January 2013, and the director of China Jin Mao (Group) since February 2013, and the chairman of China Jin Mao (Group) since November 2015, respectively. He also holds positions in a number of subsidiaries of China Jinmao, including the chairman of Sinochem Frashion Properties (Beijing) Co., Ltd., the chairman of Jinmao Investment (Changsha) Co., Ltd. and an executive director of Jinmao Investment Management (Shanghai) Co., Ltd.. Mr. LI joined Sinochem Group in 1997, and held various senior management positions in Shanghai Orient Terminal Co., Ltd. and Sinochem International Industrial Corporation. From 2003 and prior to joining China Jinmao, he has been the director and the general manager of Zhoushan State Oil Reserve Base Company Limited (舟山國家石油儲備基地有限責任公司). Mr. LI has over 20 years of experience in strategy management, corporate governance, organisational construction, appraisal and analysis on project investment, project management and large-scale project construction.

Mr. LI graduated from the Petroleum Department of China University of Geosciences (Wuhan) with a bachelor's degree in petroleum geology and exploration in 1994. He obtained a master's degree in petroleum development from the Research Institute of Petroleum Exploration & Development in 1997 and an executive master's degree in business administration from China Europe International Business School in 2007.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. LI did not hold any directorship in other listed public companies.

Save as disclosed above, Mr. LI does not have any relationship with any other Director, senior management of the Trustee-Manager and the Company, or substantial or controlling holder of Share Stapled Units and ordinary shares and preference shares of the Company.

As at the Latest Practicable Date, except for holdings of 350,000 Share Stapled Units of Jinmao Hotel and 1,000,000 shares of China Jinmao as well as 2,370,000 underlying shares subject to share options in China Jinmao, which comprise unlisted equity derivatives, Mr. LI does not have any interest in the Share Stapled Units and underlying Share Stapled Units or shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. LI has entered into a letter of appointment with the Trustee-Manager and the Company and the term of office of Mr. LI as a Director is three years, subject to the provisions of retirement under the articles of association of the Trustee-Manager and the Company. Mr. LI does not receive any emoluments in respect of his position as a non-executive Director of the Trustee-Manager and the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Holders of Share Stapled Units in connection with Mr. LI's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

- 2. Mr. ZHANG Hui**, aged 48, was re-designated to non-executive Director of the Trustee-Manager and the Company on 19 October 2017. He was the Chief Executive Officer and the executive Director of the Trustee-Manager and the Company from March 2014 to October 2017. Mr. ZHANG has been the senior vice president of China Jinmao since October 2017. He currently serves as the executive director of many subsidiaries of China Jinmao including Chongqing Maoxiu Properties Co., Ltd. and Jin Mao (Lijiang) Properties Co., Ltd.. He joined Sinochem Group in 2002 and held a number of senior positions including general manager of Shanghai Orient Terminal Co., Ltd.. He had been the vice president of China Jinmao from January 2010 to July 2014. He has also been a director since January 2010 and the general manager of China Jin Mao (Group) from January 2010 to October 2017. Before joining Sinochem Group, he worked at Shanghai Offshore Petroleum Bureau of China Petrochemical Corporation from 1995 to 2002. Mr. ZHANG has over 20 years of experience in large-scale project development and management, project investment planning and corporate governance.

Mr. ZHANG graduated from China University of Geosciences (Wuhan) with a bachelor's degree in oil and gas reservoir engineering in June 1995 and obtained a master's degree in business administration from China Europe International Business School in September 2008. He obtained the Professional Certificate of Specialty and Technology and was awarded with the title of senior economist in December 2011. He was a delegate in the 14th Session of the Shanghai Municipal People's Congress.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. ZHANG did not hold any directorship in other listed public companies.

Save as disclosed above, Mr. ZHANG does not have any relationship with any other Director, senior management of the Trustee-Manager and the Company, or substantial or controlling holder of Share Stapled Units and ordinary shares and preference shares of the Company.

As at the Latest Practicable Date, except for holding of 700,000 Share Stapled Units of Jinmao Hotel, Mr. ZHANG does not have any interest in the Share Stapled Units and underlying Share Stapled Units or shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. ZHANG has entered into a letter of appointment with the Trustee-Manager and the Company and the term of office of Mr. ZHANG as a Director is three years, subject to the provisions of retirement under the articles of association of the Trustee-Manager and the Company. Mr. ZHANG does not receive any emoluments in respect of his position as a non-executive Director of the Trustee-Manager and the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Holders of Share Stapled Units in connection with Mr. ZHANG's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

1. **Dr. CHEN Jieping**, aged 65, was appointed as the independent non-executive Director of the Trustee-Manager and the Company on 25 March 2014. Dr. CHEN is also a member of the Remuneration and Nomination Committee of the Company Board and the chairman of the Audit Committee of the Boards. Dr. CHEN is currently an independent non-executive director of Shenzhen Worldunion Properties Consultancy Incorporated (stock code: 002285), a company listed on the Shenzhen Stock Exchange, an independent non-executive director of HJ Capital (International) Holdings Company Limited (stock code: 00982) and Shanghai La Chapelle Fashion Co., Ltd. (stock code: 06116), which are companies listed on the Hong Kong Stock Exchange, and an independent director of Saurer Intelligent Technology Co., Ltd. (stock code: 600545), a company listed on the Shanghai Stock Exchange. Dr. CHEN served as an independent non-executive director of Shanghai DragonNet Technology Co., Ltd. (stock code: 300245), a company listed on the Shenzhen Stock Exchange, and Industrial Securities Co., Ltd. (stock code: 601377), a company listed on the Shanghai Stock Exchange.

Dr. CHEN has over 17 years of experience in accounting. He was the Associate Dean, a Professor of the Senior Management Master of Business Administration Program of the China Europe International Business School from 2009 to 2016. Dr. CHEN was the Head of Department of Accountancy of the City University of Hong Kong from 2005 to 2008.

Dr. CHEN obtained a bachelor's degree in science and a master's degree in hospitality management, respectively, from the University of Houston in August 1990. He obtained a master's degree in business administration from the University of Houston in May 1992 and a doctoral degree in business administration from the University of Houston in August 1995.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Dr. CHEN did not hold any directorship in other listed public companies.

Save as disclosed above, Dr. CHEN does not have any relationship with any other Director, senior management of the Trustee-Manager and the Company, or substantial or controlling holder of Share Stapled Units and ordinary shares and preference shares of the Company.

As at the Latest Practicable Date, Dr. CHEN does not have any interest in the Share Stapled Units and underlying Share Stapled Units or shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Dr. CHEN has entered into a letter of appointment with the Trustee-Manager and the Company and the term of office of Dr. CHEN as a Director is three years, subject to the provisions of retirement under the articles of association of the Trustee-Manager and the Company. Dr. CHEN receives emoluments amounting to HKD200,000 per year in respect of his position as an independent non-executive Director of the Trustee-Manager and the Company. Such fee was determined by the Boards with reference to Dr. CHEN's duties and responsibilities with the Trustee-Manager and the Company, and the prevailing market conditions.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Holders of Share Stapled Units in connection with Dr. CHEN's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.



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## NOTICE OF 2018 AGM

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### **Jinmao Hotel** **金茂酒店**

*(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong,  
the trustee of which is Jinmao (China) Investments Manager Limited)*

and

### **Jinmao (China) Hotel Investments and Management Limited**

### **金茂(中國)酒店投資管理有限公司**

*(Registered in the Cayman Islands with limited liability)*

**Stock code: 06139**

#### **NOTICE OF 2018 ANNUAL GENERAL MEETING OF HOLDERS OF SHARE STAPLED UNITS**

**NOTICE IS HEREBY GIVEN** that the 2018 annual general meeting (the “**AGM**”) of Jinmao Hotel (the “**Trust**”) and Jinmao (China) Hotel Investments and Management Limited (the “**Company**”), as convened by Jinmao (China) Investments Manager Limited (the “**Trustee-Manager**”) and the Company, will be held on Wednesday, 5 June 2019 at 2 p.m. at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the following purposes:

#### **Ordinary Resolutions**

1. To receive and consider the audited consolidated financial statements of the Trust and the Company together with its subsidiaries for the year ended 31 December 2018, and the audited financial statements of the Trustee-Manager for the year ended 31 December 2018, together with the reports of the directors and the independent auditor.
2. To declare a final distribution in respect of the share stapled units jointly issued by the Trust and the Company (the “**Share Stapled Units**”), of HK12.88 cents per Share Stapled Unit for the year ended 31 December 2018.
3. To re-elect the directors of the Trustee-Manager and the Company:
  - (a) To re-elect Mr. LI Congrui as a non-executive director.
  - (b) To re-elect Mr. ZHANG Hui as a non-executive director.
  - (c) To re-elect Dr. CHEN Jieping as an independent non-executive director.
4. To authorise the directors of the Trustee-Manager and the Company to fix their remuneration.
5. To re-appoint Messrs. Ernst and Young as auditors of the Trust, the Company and the Trustee-Manager, and authorise the directors of the Trustee-Manager and the Company to fix the auditors’ remuneration.

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution (which shall serve as an ordinary resolution of registered holders of units under the Trust Deed (as defined hereinafter) and as an ordinary resolution of shareholders of the Company under the Company's amended and restated articles of association (the "**Company's Articles**")):

**"THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution and any applicable provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the provisions of the Trust Deed (as defined hereinafter) and the Company's Articles, the directors of the Trustee-Manager and the Company be and are hereby granted an unconditional general mandate to allot, issue and deal with additional ordinary shares and preference shares in the Company and additional units in the Trust, to be jointly issued by the Trust and the Company in the form of share stapled units ("**Share Stapled Unit(s)**") in accordance with the provisions of the Trust Deed, and to allot, issue or grant securities or convertible instruments convertible into Share Stapled Units or similar rights to subscribe for Share Stapled Units or such securities or convertible instruments and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the directors of the Trustee-Manager and the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Share Stapled Units allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Trustee-Manager and the Company pursuant to paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined hereinafter);
  - (ii) the exercise of rights of subscription for Share Stapled Units or conversion into Share Stapled Units under the terms of any securities issued by the Company and the Trustee-Manager; or
  - (iii) any distribution reinvestment arrangement or similar arrangement providing for the allotment of Share Stapled Units in lieu of the whole or part of a distribution in respect of the Share Stapled Units in accordance with the Company's Articles and the Trust Deed;

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shall not exceed 20% of the aggregate number of Share Stapled Units in issue as at the date of the passing of this resolution (and the aggregate numbers of units in the Trust and shares in the Company allotted or agreed conditionally to be allotted as components of Share Stapled Units, otherwise than pursuant to any of (i) to (iii) above, shall not exceed 20% of the aggregate number of units or shares (as the case may be) in issue as at the date of passing this resolution); and

(d) for the purpose of this resolution:

“**Trust Deed**” refers to the trust deed dated 13 June 2014 constituting the Trust entered into between the Trustee-Manager and the Company as amended, supplemented, substituted or otherwise modified from time to time;

“**Relevant Period**” means the period from the passing of this resolution up to:

- (i) the conclusion of the next annual general meeting of the Trust and the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Trust and the Company is required by any applicable law or the Company’s Articles and/or the Trust Deed to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the holders of Share Stapled Units in general meeting, whichever is the earliest;

“**Rights Issue**” means an offer of Share Stapled Units and/or Convertible Instruments (as defined hereinafter) to all existing holders of Share Stapled Units on a pro rata basis and an offer of Share Stapled Units and/or Convertible Instruments shall be considered and deemed to be made on a pro rata basis notwithstanding that (1) the Trustee-Manager and the Company acting jointly may, after making due enquiry regarding the applicable jurisdiction, determine that Share Stapled Units and/or Convertible Instruments are not to be offered to persons whose addresses are outside Hong Kong, and/or that the Share Stapled Units and/or Convertible Instruments shall be offered on a basis, or containing such other terms, providing for any such other exclusions or adjustments determined by the Trustee-Manager and the Company acting jointly, if the Trustee-Manager and the Company by mutual agreement between them consider such exclusions or adjustments to be necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or under the requirements of any recognised regulatory body or stock exchange, of any territory or jurisdiction outside Hong Kong and/or (2) where and to the extent that holders of Share Stapled Units do not accept any offer of Share Stapled Units and/or Convertible Instruments within the applicable period for acceptance (as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them), such Share Stapled

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Units and/or Convertible Instruments may be offered or made available to, and taken up by, other persons as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them, subject to compliance with the relevant laws and regulations (including the applicable Listing Rules); and

“**Convertible Instruments**” means any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by the Trust and the Company and any securities issued by the Company or any subsidiaries of the Company which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “**pursuant to**” any Convertible Instruments means an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments.”

By Order of the Boards  
**Jinmao (China) Investments Manager Limited**  
and  
**Jinmao (China) Hotel Investments and Management Limited**  
**LI Congrui**  
*Chairman*

Hong Kong, 2 May 2019

*Notes:*

1. All resolutions at the AGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any holder of Share Stapled Units entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a holder of Share Stapled Units.
3. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share Stapled Unit as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the holders so present whose name stands first on the Share Stapled Units Register in respect of such Share Stapled Unit shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased holder of Share Stapled Units in whose name any Share Stapled Unit stands shall for this purpose be deemed joint holders thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed (or a notorially certified copy of such power of attorney or authority) must be deposited with Computershare Hong Kong Investor Services Limited (the “**Share Stapled Units Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 2 p.m. on Monday, 3 June 2019 or no less than 48 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be).

Completion and return of the form of proxy shall not preclude holders of Share Stapled Units from attending and voting in person at the AGM or any adjournment thereof should they so wish. In the event that the holders of Share Stapled Units attend the AGM or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

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5. The register of registered holders of Share Stapled Units, the register of holders of Units, the principal and Hong Kong branch registers of members of the Company, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed during the following periods and during these periods, no transfer of Share Stapled Units will be registered:
- (i) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to attend and vote at the AGM, the aforesaid registers will be closed from Thursday, 30 May 2019 to Wednesday, 5 June 2019, both days inclusive. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 May 2019.
  - (ii) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to the proposed 2018 final distribution, the aforesaid registers will be closed from Friday, 14 June 2019 to Wednesday, 19 June 2019, both days inclusive. In order to qualify for the proposed 2018 final distribution, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2019.
6. Each Share Stapled Unit comprises:
- (a) a unit in the Trust;
  - (b) a beneficial interest in a specifically identified ordinary share of the Company held by the Trustee-Manager as legal owner, which is "linked" to the unit; and
  - (c) a specifically identified preference share of the Company, which is "stapled" to the unit.
- Under the Trust Deed and the Company's Articles, the number of ordinary shares and preference shares of the Company in issue must be the same at all times and must also, in each case, be equal to the number of units of the Trust in issue; and each of them is equal to the number of Share Stapled Units in issue.
7. The AGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
8. The form of proxy provided to holders of Share Stapled Units for use at the AGM, and the form of voting paper to be used at the AGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of holders of Share Stapled Units to be proposed at the AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
- (i) a vote of the units in the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
  - (ii) a vote of the preference shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's Articles; and
  - (iii) an instruction to the Trustee-Manager to vote the number of ordinary shares of the Company held by the Trustee-Manager (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's Articles.
9. In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in an ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 8 above.

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10. Concerning Ordinary Resolution numbered 2 above, the boards of directors of the Company and the Trustee-Manager (the “**Boards**”) recommend the payment of a final distribution of HK12.88 cents per Share Stapled Unit for the year ended 31 December 2018. Accordingly, the Boards shall make a final distribution of HK12.88 cents per Share Stapled Unit for the same period to the holders of Share Stapled Units whose names appear on the Share Stapled Units register on 19 June 2019, subject to the approval of the holders of Share Stapled Units at the AGM. Distribution warrants in respect of the proposed final distribution are expected to be dispatched to holders of Share Stapled Units on 28 June 2019.
11. Concerning Ordinary Resolution numbered 3 above, Mr. LI Congrui, Mr. ZHANG Hui, and Dr. CHEN Jieping, all being directors of the Trustee-Manager and the Company, will be subject to retirement by rotation and they, being eligible, offer themselves for re-election at the AGM. The biographical details of the retiring directors of the Trustee-Manager and the Company proposed to be re-elected at the AGM together with other information are set out in Appendix to the circular of the Company dated 2 May 2019.
12. Concerning Ordinary Resolution numbered 6 above, approval is being sought from holders of Share Stapled Units for a general mandate to be granted to the directors of the Trustee-Manager and the Company to allot, issue and otherwise deal with Share Stapled Units. The directors of the Trustee-Manager and the Company wish to state that there are no immediate plans to issue any new Share Stapled Units or warrants. The general mandate is being sought from holders of Share Stapled Units in compliance with the requirements under the Trust Deed, the Company’s Articles and the Listing Rules.
13. A circular containing the information regarding, inter alia, Ordinary Resolutions numbered 3 and 6, which have been set out in the above notice will be sent to all holders of Share Stapled Units.
14. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon on the date of the AGM, the AGM will be postponed or adjourned. Holders of Share Stapled Units are requested to visit the website of the Company at [www.jinmao88.com](http://www.jinmao88.com) and the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for the date, time and place of the rescheduled meeting.  
  
The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Holders of Share Stapled Units shall make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
15. In case of inconsistency between the Chinese version and the English version of this Notice, the English version shall prevail.
16. References to time and date in this notice are to Hong Kong time and date.