

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this notice.*



## **Zhejiang New Century Hotel Management Co., Ltd.**

**浙江開元酒店管理股份有限公司**

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

**(Stock Code: 1158)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that Zhejiang New Century Hotel Management Co., Ltd. (the “**Company**”) will hold an annual general meeting (“**AGM**”) at 2:00 p.m. on Wednesday, 20 May, 2020 at Minghou Hall, 4th Floor, New Century Grand Hotel Hangzhou, No. 818 Shixinzhong Road, Beigan Subdistrict, Xiaoshan District, Hangzhou City, Zhejiang Province, the People’s Republic of China (“**PRC**”), for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) of the Company.

#### **Ordinary Resolutions**

- (1) To consider and approve the work report of the Board of Directors for the year ended 31 December, 2019.
- (2) To consider and approve the work report of the Supervisory Board for the year ended 31 December, 2019.
- (3) To consider and approve the independent auditor’s report and consolidated financial statements for the year ended 31 December, 2019.
- (4) To consider and approve the annual report for the year ended 31 December, 2019.
- (5) To consider and approve the final accounts for 2019.
- (6) To consider and approve financial budget for 2020.
- (7) To consider and approve the profit distribution plan of the Company for the year ended 31 December, 2019.
- (8) To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company for the year 2020 and authorisation for the Board of Directors to determine their remunerations for the year 2020.

- (9) To consider and approve the election of Directors of the second session of the Board of Directors of the Company.
- (a) To consider and approve the re-election of Mr. Jin Wenjie as an executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (b) To consider and approve the re-election of Mr. Chen Miaoqiang as an executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (c) To consider and approve the re-election of Mr. Chen Canrong as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (d) To consider and approve the re-election of Mr. Jiang Tianyi as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (e) To consider and approve the election of Mr. Zhou Rong as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (f) To consider and approve the election of Mr. Xie Bingwu as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (g) To consider and approve the re-election of Mr. Zhang Rungang as an independent non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (h) To consider and approve the re-election of Mr. Khoo Wun Fat William as an independent non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
  - (i) To consider and approve the re-election of Ms. Qiu Yun as an independent non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.
- (10) To consider and approve the election of Supervisors of the second session of the Supervisory Board of the Company.
- (a) To consider and approve the re-election of Ms. Zha Xianghong as a supervisor, the term of office will be three years commencing from the date of AGM and to authorise the Supervisory Board to fix the Supervisor' remuneration.

(b) To consider and approve the re-election of Mr. Guo Mingchuan as a supervisor, the term of office will be three years commencing from the date of AGM and to authorise the Supervisory Board to fix the Supervisor remuneration.

(11) To consider and approve remuneration of Directors and Supervisors for 2019.

(12) To consider and approve the change of use of proceeds.

(13) To consider and approve the amendments to the rules of procedure for general meetings.

### **Special Resolutions**

(14) To consider and approve the Capital Reserve Capitalisation.

(15) To consider and approve the change of registered capital and amendments to the Articles of Association (H Shares).

### **Matter to be Reported**

To hear the debriefing report of the independent non-executive Directors of the Company for the year 2019.

By Order of the Board  
**Zhejiang New Century Hotel Management Co., Ltd.**  
**Mr. Jin Wenjie**  
*Chairman and Executive Director*

Hangzhou, China  
31 March, 2020

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions at the AGM will be taken by poll. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kaiyuanhotels.com](http://www.kaiyuanhotels.com)) in accordance with the requirements of the Listing Rules.
2. Holders of H Shares (“**H Shares**”), holders of Domestic Shares (“**Domestic Shares**”) and holders of Unlisted Foreign Shares (“**Unlisted Foreign Shares**”) in the register of shareholders of the Company on Monday, 20 April, 2020 shall have the right to attend and vote at the AGM. The Company will suspend registration of shareholders and transfer of H Shares from Monday, 20 April, 2020 to Wednesday, 20 May, 2020, both days inclusive. To be eligible to attend and vote at the AGM, holders of H Shares failing to complete the registration of share transfer shall submit the share transfer documents accompanied by the relevant share certificates to the Company’s H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. on Friday, 17 April, 2020.
3. Shareholders who intend to attend the AGM in person or by proxy shall complete and sign the reply slip attached to the notice of AGM and submit the reply slip by hand, mail or fax to the Company’s H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (fax number: (852) 2810 8185) (for holders of H Shares) or to the address of the registered office of the Company at 18th Floor, No. 818 Shixinzhong Road, Beigan Subdistrict, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC (for holders of Domestic Shares and Unlisted Foreign Shares) on or before Thursday, 30 April, 2020. Completion and submission of the reply slip will not affect shareholders’ right to attend the AGM.
4. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. The proxy appointed is not necessarily a Shareholder of the Company. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing. Where the Shareholder is a legal person, the proxy form should be executed under its common seal or under the hand of its director or an attorney duly authorised to sign the same. If the proxy form is signed by an authorised person of the Shareholder, the power of attorney or other documents of authorisation must be notarised. To be valid, the form of proxy together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited, in case of holders of Domestic Shares and holders of Unlisted Foreign Shares, to the Company’s registered office address at 18th Floor, No. 818, Shixinzhong Road, Beigan Subdistrict, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC, and in case of H Shareholders, with the Company’s H share registrar Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 24 hours before the time appointed for holding the Annual General Meeting(s) or its any adjournment(s).

5. Individual shareholders who attend the meeting in person shall present their identification. In addition to the identification of the appointing Shareholder, a proxy shall also present his/her identification and power of attorney. A legal person shareholder should attend the meeting by its legal representative or the proxy entrusted by the legal representative. Legal representative attending the meeting shall present its identity card and the valid certificate which can prove that he/she has the status of legal representative. If appointed to attend the meeting, the proxy shall present its identity card and written power of attorney issued by the legal representative of the legal person shareholder unit.

6. In order to determine the entitlement to the capitalisation shares and proposed final dividend (subject to approval by the shareholders of the Company at the AGM), the register of members of the Company will be closed from Friday, 10 July, 2020 to Thursday, 16 July, 2020, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to be eligible for capitalisation shares and the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 July, 2020.
  
7. Others

The AGM is expected to conclude in a day. All attending shareholders shall arrange the transport and accommodation on their own and bear relevant expenses for attendance.

Name of the standing contact person: Mr. Li Donglin/Ms. Feng Jinyu

Phone number: (86 571) 8288 8888

Fax number: (86 571) 8288 8366

Email address: newcentury@kaiyuanhotels.com

*As at the date of this notice, the Board comprises Mr. JIN Wenjie and Mr. CHEN Miaoqiang as executive Directors; Mr. CHEN Miaolin, Mr. CHEN Canrong, Mr. JIANG Tianyi and Mr. ZHANG Chi as non-executive Directors; and Mr. ZHANG Rungang, Mr. KHOO Wun Fat William and Ms. QIU Yun as independent non-executive Directors.*