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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 UNITHOLDERS MEETING**

**NOTICE IS HEREBY GIVEN** that the unitholders meeting (the “**Unitholders Meeting**”) 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 convened for the purpose of considering and, if thought fit, approving, with or without modification(s), a Proposal (the “**Proposal**”) proposed to be made between the Trust and the Company and the holder(s) of the Scheme Share Stapled Units (as defined in the Scheme of Arrangement) and that the Unitholders Meeting of holder(s) of Units (other than those held by the Offeror) (the “**Scheme Units**”) will be held at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 10 September 2020 at 10:00 a.m. (Hong Kong time) at which place and time all holder(s) of Scheme Units are invited to attend.

A copy of the scheme of arrangement (the “**Scheme of Arrangement**”) about the Proposal and a copy of an explanatory statement explaining the effect of Proposal (including the Scheme of Arrangement) are incorporated in the composite scheme document of which this Notice forms part. A copy of the composite scheme document can also be obtained by the holder(s) of the Scheme Units from the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

The holder(s) of Scheme Units may vote in person, or by corporate representative, at the Unitholders Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend, speak and vote in their stead. A **Pink** combined form of proxy for use at the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders (or any adjournment thereof) is enclosed. Completion and return of the **Pink** combined form of proxy will not prevent a holder(s) of the Scheme Units and Scheme Preference Shares from attending and voting at the Unitholders Meeting and the Court Meeting

of Scheme Preference Shareholders, or any adjournment thereof, in person if he/she wishes to do so and in such event, the **Pink** combined form of proxy previously submitted shall be deemed to have been revoked by operation of law.

It is requested that the duly completed **Pink** combined form of proxy be deposited at the Hong Kong branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 10:00 a.m. on Tuesday, 8 September 2020.

The Trustee-Manager and the Company have appointed Tse Yung Hoi, or failing him, any director of the Company, or failing which, any person as nominated according to the Trust Deed, to act as the chairman of the Unitholders Meeting and have directed the chairman of the Unitholders Meeting to report the results of the Unitholders Meeting to the Court Meeting of Scheme Preference Shareholders.

The Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

By Order of the boards of  
**Jinmao (China) Investments Manager Limited**  
and  
**Jinmao (China) Hotel and Investments Management Limited**  
**LI Congrui**  
*Chairman of the boards of the Company and Trustee-Manager*

Hong Kong, 17 August 2020

***Registered Office***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

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

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

*Notes:*

- (1) Unless defined herein, terms in this notice shall have the meaning ascribed to it as stated in the composite scheme document dated 17 August 2020.
- (2) A holder(s) of Scheme Unit entitled to attend and vote at the Unitholders Meeting is entitled to appoint one, and if such holder(s) of Scheme Units is the holder of two or more Units, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Jinmao Hotel and the Company, but must attend the Unitholders Meeting in person to represent him.

- (3) A **Pink** combined form of proxy for use at the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders (or any adjournment thereof) is enclosed.
- (4) In order to be valid, the **Pink** combined form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, in respect of the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders should be completed and signed in accordance with the instructions printed on it and should be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event no later than 10:00 a.m. on 8 September 2020. The **Pink** combined form of proxy for use at the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders may be handed to the Chairman of the Unitholders Meeting at the Unitholders Meeting (who shall have absolute discretion whether or not to accept it). Completion and return of the relevant forms of proxy for the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders will not preclude a holder of Scheme Units and holder of Scheme Preference Shares from attending the relevant meeting and voting in person. In such event, the relevant form of proxy returned will be deemed to have been revoked.
- (5) In the case of joint holder(s) of Scheme Units, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of the Unitholders maintained according to the Trust Deed.
- (6) Voting at the Unitholders Meeting will be taken by poll as required under the Listing Rules and the Takeovers Code.
- (7) The register of Unitholders maintained according to clause 10.1 of the Trust Deed will be closed from 7 September 2020 to 10 September 2020 (both days inclusive) and during such period no transfer of Units will be registered. In order to be entitled to attend and vote at the Unitholders Meeting, all transfers accompanied by the relevant certificates of the Share Stapled Units must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 4 September 2020.
- (8) In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the Unitholders, the Trustee-Manager and the Company encourage the Unitholders to consider appointing the chairman of the Unitholders Meeting as his/her/its proxy to vote on the relevant resolution at the Unitholders Meeting as an alternative to attending the Unitholders Meeting in person.

*As at the date of this announcement, the directors of the Trustee-Manager and the Company are Mr. LI Congrui (Chairman), Mr. ZHANG Hui and Mr. JIANG Nan as non-executive directors; Mr. TANG Yong as executive director and Chief Executive Officer; and Dr. CHEN Jieping, Dr. XIN Tao and Mr. TSE Yung Hoi as independent non-executive directors.*