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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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

Cause No. FSD 170 OF 2020 (CRJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2020 REVISION)
(AS AMENDED)

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER OF JINMAO (CHINA) HOTEL INVESTMENTS AND
MANAGEMENT LIMITED

**NOTICE OF COURT MEETING
OF HOLDER(S) OF
SCHEME PREFERENCE SHARES**

NOTICE IS HEREBY GIVEN that, by an order dated on or about 13 August 2020 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the holder(s) of Scheme Preference Shares (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modification(s), a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between Jinmao (China) Hotel Investments and Management Limited (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme of Arrangement) and that the Court Meeting 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 11:30 a.m. (Hong Kong time) at which place and time all holder(s) of Scheme Preference Shares are invited to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of 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 Scheme Preference Shares 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.

Holder(s) of Scheme Preference Shares may vote in person, or by corporate representative, at the Court 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 (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, 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.

In the case of holder(s) of Scheme Preference Shares jointly holding preference shares of HK\$0.0005 par value each in the share capital of the Company (the "**Preference Share(s)**"), any one of such persons may vote at the Court Meeting, either personally, by corporate representative or by proxy, in respect of such Preference Share(s) as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally, by corporate representative or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding of Preference Share(s), the first named holder(s) of Scheme Preference Shares being the senior.

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. If the **Pink** combined form of proxy in respect of the Unitholders Meeting and Court Meeting of Scheme Preference Shareholders is not lodged, it may also be handed to the Chairman of the Unitholders Meeting at the Unitholders Meeting (who shall have absolute discretion whether or not to accept it).

By the Order, the Court has appointed Tse Yung Hoi, a director of the Company, or failing him, any other director of the Company as at the date of the Court Meeting, or failing which, Chan Shan Shan Janette (being a person so nominated by the board of directors of the Company) to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

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

By Order of the Court
**Jinmao (China) Hotel Investments and
Management Limited**
LI Congrui
Chairman of the board of the Company

Hong Kong, 17 August 2020

Registered Office

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KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong

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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 Preference Shares entitled to attend and vote at the Court Meeting is entitled to appoint one, and if such holder(s) of Scheme Preference Shares is the holder of two or more Preference Shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company, but must attend the Court 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 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 Preference Shares, 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 register of members of the Company in respect of the relevant joint holding of the Preference Shares.
- (6) Voting at the Court Meeting of holder(s) of Scheme Preference Shares will be taken by poll as required under the Listing Rules and Takeovers Code.
- (7) The register of members of the Company will be closed from 7 September 2020 to 10 September 2020 (both days inclusive) and during such period no transfer of Preference Shares will be registered. In order to be entitled to attend and vote at the Court 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 holders of Scheme Preference Shares, the Trustee-Manager and the Company encourages the holders of Scheme Preference Shares to consider appointing the chairman of the Court Meeting as his/her/its proxy to vote on the relevant resolution at the Court Meeting as an alternative to attending the Court 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.