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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) 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 at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 10 September 2020 at 12:00 p.m. (or as soon as after the conclusion or the adjournment of the Unitholders Meeting and the Court Meetings (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT**

- (a) pursuant to the scheme of arrangement dated 17 August 2020 (the “**Scheme of Arrangement**”) between the Company and holders of the Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement);
- (b) the cancellation of the Scheme Units (as defined in the Scheme of Arrangement) be and is hereby approved; and any one of the directors of the Trustee-Manager and the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the cancellation of the Scheme Units;

- (c) subject to the Scheme of Arrangement becoming effective, the withdrawal of the listing of the share stapled units of Jinmao Hotel and the Company from The Stock Exchange of Hong Kong Limited be and is hereby approved and any one of the directors of the Trustee-Manager and the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the share stapled units of Jinmao Hotel and the Company; and
- (d) any one of the directors of the Trustee-Manager and the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, the reduction of issued share capital of the Company pursuant to the Scheme of Arrangement and the Proposal (as defined in the document of which the notice of this resolution forms part), including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

By Order of the Boards
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
LI Congrui
Chairman

Hong Kong, 17 August 2020

Registered office of the Company

Cricket Square, Hutchins Drive
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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

Notes:

- (1) Unless defined herein, terms in this EGM notice shall have the meaning ascribed to it as stated in the composite scheme document dated 17 August 2020.
- (2) The resolution at the EGM will be taken by poll pursuant to the Listing Rules and Takeovers Code. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited, Jinmao Hotel and the Company in accordance with the Takeovers Code and the Listing Rules.
- (3) Any holder of Share Stapled Units entitled to attend and vote at the EGM (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.
- (4) A **White** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the composite scheme document containing the Scheme of Arrangement and the Proposal dated 17 August 2020 despatched to, among others, holders of Share Stapled Units.
- (5) In order to be valid, the **White** form of proxy together with the power of attorney or other authority, if any, under which it is signed (or a notarially 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 12:00 p.m. on 8 September 2020 or no less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be).

Completion and return of the **White** form of proxy will not preclude a holder of Share Stapled Units from attending the EGM and voting in person if he/she so wishes. In the event that a holder of Share Stapled Units attends and votes at the EGM after having lodged his/her **White** form of proxy, his/her **White** form of proxy will be deemed to have been revoked by operation of law.

- (6) Where there are joint registered Holders of Share Stapled Unit, any one of such persons may vote at the EGM, 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 EGM 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.
- (7) The register of registered holders of Share Stapled Units, the register of holders of units of the Trust, 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 in respect of the Share Stapled Units will all be closed from 7 September 2020 to 10 September 2020 (both days inclusive) and during such period no transfer of Share Stapled Units will be registered. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 4 September 2020.
- (8) Each Share Stapled Unit comprises:
 - (a) a unit in the Trust (the “**Unit**”);
 - (b) a beneficial interest in a specifically identified ordinary share of the Company (the “**Ordinary Share**”) held by the Trustee-Manager as legal owner, which is “linked” to the Unit; and
 - (c) a specifically identified preference share of the Company (the “**Preference Share**”), which is “stapled” to the Unit.

Under the trust deed dated 13 June 2014 constituting the Trust and the Company’s amended and restated Articles of Association, 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.

- (9) The EGM is convened as a combined meeting of unitholders of the Trust (the “**Unitholders**”) and shareholders of the Company. The resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the EGM shall serve as both a resolution of Unitholders and a resolution of shareholders of the Company.

- (10) The **White** form of proxy provided to holders of Share Stapled Units for use at the EGM, and the form of voting paper to be used at the EGM, 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 EGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
- (a) a vote of the units in the Trust (as a 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 of the Company (as a component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Articles of Association; and
 - (c) an instruction to the Trustee-Manager to vote the number of ordinary shares of the Company held by the Trustee-Manager (as a component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Articles of Association.
- (11) 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 EGM; 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 9 above.
- (12) If typhoon signal no. 8 or above remains hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on the date of the EGM, the EGM will be postponed or adjourned. Holders of Share Stapled Units are requested to visit the website of the Company at www.jinmao88.com and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for the date, time and place of the rescheduled meeting.
- The EGM 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 EGM 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.
- (13) In case of inconsistency between the Chinese version and the English version of this notice, the English version shall prevail.
- (14) 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 Share Stapled Units, the Trustee-Manager and the Company encourage the holders of Share Stapled Units to consider appointing the chairman of the EGM as his/her/its proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.
- (15) References to time and date in this notice are to Hong Kong time and date.

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.