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**China Jinmao Holdings Group Limited**  
**中國金茂控股集團有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 00817)**

**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)**

## **JOINT ANNOUNCEMENT**

- (1) PROPOSED PRIVATIZATION OF JINMAO HOTEL AND THE COMPANY BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES LAW OF THE CAYMAN ISLANDS AND CLAUSE 34.2 OF THE TRUST DEED**  
**(2) PROPOSED WITHDRAWAL OF LISTING**  
**(3) RESULTS OF THE MEETINGS**  
**AND**  
**(4) CLOSURE OF REGISTERS**

**Financial Adviser to the Offeror**



## **RESULTS OF THE MEETINGS**

### **The Unitholders Meeting**

On Thursday, 10 September 2020, the resolution to approve the Proposal (including the Scheme) was approved by the Independent Unitholders present and voting either in person or by proxy at the Unitholders Meeting.

### **The Court Meetings**

#### ***The Court Meeting of Scheme Ordinary Shareholder***

On Thursday, 10 September 2020,

- (1) the resolution to approve the Scheme was duly passed (by way of poll) by a majority in number of the holders of Scheme Ordinary Shares representing not less than 75% in value of the Scheme Ordinary Shares beneficially owned by the holders of such Ordinary Shares present and voting either in person or by proxy through the Trustee-Manager at the Court Meeting of Scheme Ordinary Shareholder;
- (2) the resolution to approve the Scheme was duly passed (by way of poll) by the Trustee-Manager, as the sole legal owner of the Ordinary Shares, representing at least 75% of the votes attaching to the Ordinary Shares beneficially owned by the Independent Ordinary Shareholders that are voted either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder; and
- (3) the number of votes cast (by way of poll) by the Trustee-Manager, as the sole legal owner of the Ordinary Shares present and voting either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder against the resolution to approve the Scheme at the Court Meeting of Scheme Ordinary Shareholder was not more than 10% of the votes attaching to all Ordinary Shares beneficially owned by all the Independent Ordinary Shareholders.

### ***The Court Meeting of Scheme Preference Shareholders***

On Thursday, 10 September 2020,

- (1) the resolution to approve the Scheme was duly passed (by way of poll) by a majority in number of the holders of Scheme Preference Shares representing not less than 75% in value of the Scheme Preference Shares held by the holders of such Preference Shares present and voting either in person or by proxy at the Court Meeting of Scheme Preference Shareholders;
- (2) the resolution to approve the Scheme was duly passed (by way of poll) by the Independent Preference Shareholders holding at least 75% of the votes attaching to the Preference Shares held by the Independent Preference Shareholders that are voted either in person or by proxy at the Court Meeting of Scheme Preference Shareholders; and
- (3) the number of votes cast (by way of poll) by the Independent Preference Shareholders present and voting either in person or by proxy at the Court Meeting of Scheme Preference Shareholders against the resolution to approve the Scheme at the Court Meeting of Scheme Preference Shareholders was not more than 10% of the votes attaching to all Preference Shares held by all the Independent Preference Shareholders.

### **The EGM**

On Thursday, 10 September 2020, the special resolution to approve and give effect to, among other things, (i) the reduction of the share capital of the Company by cancelling and extinguishing the Scheme Shares; (ii) the cancellation of the Scheme Units; and (iii) the withdrawal of listing of the Share Stapled Units on the Stock Exchange upon the Proposal becoming effective was approved by the Holders of Share Stapled Units present and voting either in person or by proxy at the EGM.

### **CLOSURE OF REGISTERS**

For the purpose of determining the Holders of Scheme Share Stapled Units who are qualified for entitlements under the Scheme, the Registers will be closed from Monday, 28 September 2020 onwards. No transfer of Share Stapled Units will be effected as from such date.

Reference is made to the scheme document dated 17 August 2020 jointly issued by China Jinmao Holdings Group Limited, Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited (the “**Company**”) in relation to, among other things, (i) the proposed privatization of Jinmao Hotel and the Company by way of a scheme of arrangement under section 86 of the Companies Law of the Cayman Islands and Clause 34.2 of the Trust Deed; and (ii) the proposed withdrawal of listing (the “**Scheme Document**”). Unless otherwise specified, capitalized terms used herein shall have the same meanings ascribed to them in the Scheme Document.

## **RESULTS OF THE UNITHOLDERS MEETING**

The Unitholders Meeting was held at 10:00 a.m. on Thursday, 10 September 2020 at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong. Unitholders (other than the Offeror)/the Independent Unitholders (as the case may be) who were present either in person or by proxy were entitled to vote in respect of all of their Units.

In compliance with the meeting requirements of the Trust Deed and the Articles of Association, the Unitholders Meeting is required to be held immediately before the Court Meeting of Scheme Ordinary Shareholder to enable Unitholders (other than the Offeror) (i.e. holders of Scheme Units) to pass a resolution instructing the Trustee-Manager, as the sole legal owner of the Scheme Ordinary Shares, on how to vote at the Court Meeting of Scheme Ordinary Shareholder. The approval in respect of the Scheme and the Proposal at the Unitholders Meeting would be regarded as obtained if:

- (1) the Scheme and the Proposal are approved (by way of poll) by a majority in number of the Unitholders (other than the Offeror) representing not less than 75% in value of the Scheme Units held by the holders of such Units present and voting either in person or by proxy at the Unitholders Meeting;
- (2) the Scheme and the Proposal are approved (by way of poll) by the Independent Unitholders holding at least 75% of the Units held by the Independent Unitholders that are voted either in person or by proxy at the Unitholders Meeting; and
- (3) the number of votes cast (by way of poll) by the Independent Unitholders present and voting either in person or by proxy at the Unitholders Meeting against the resolution to approve the Scheme and the Proposal at the Unitholders Meeting is not more than 10% of the votes attaching to all Units held by all the Independent Unitholders.

The poll results in respect of the resolution to approve the Scheme and the Proposal at the Unitholders Meeting were as follow:

<b>Unitholders Meeting</b>	<b>Votes cast in person or by proxy (Approximate %)</b>		
	<b>Total number</b>	<b>For the Proposal (including the Scheme)</b>	<b>Against the Proposal (including the Scheme)</b>
Number of Unitholders (other than the Offeror) that attended and voted in person or by proxy ( <i>Note</i> )	135 (100%)	125 (92.59%)	10 (7.41%)
Number of Units held by the Unitholders (other than the Offeror) that attended and voted in person or proxy	593,615,699 (100%)	593,603,139 (99.998%)	12,560 (0.002%)
Number of Units held by the Independent Unitholders that attended and voted in person or by proxy	593,615,699 (100%)	593,603,139 (99.998%)	12,560 (0.002%)
Approximate percentage of: (i) 12,560 Units over (ii) 663,846,500 Units, where (i) is the number of votes cast by the Independent Unitholders against the Proposal (including the Scheme), and (ii) is the number of Units attaching to all the Independent Unitholders			0.002%

*Note:* As disclosed in the Scheme Document, in accordance with the direction from the Grand Court, at the Court Meeting of Scheme Preference Shareholders, HKSCC Nominees Limited, being the registered holder of Share Stapled Units in CCASS, shall be permitted to vote once only, either “for” or “against” the Scheme in accordance with instructions from individual CCASS Participants for the purposes of ascertaining whether or not the requirement that a majority in number of the Scheme Shareholders approve the Scheme under section 86(2) of the Companies Law has been satisfied. According to the Scheme Document, the votes cast by the holders of the Scheme Preference Shares/Independent Preference Shareholders at the Court Meeting of Scheme Preference Shareholders shall be cast in the same way as per their votes in the Unitholders Meeting. As such, the votes cast by HKSCC Nominees Limited at the Court Meeting of Scheme Preference Shareholders were cast in the same way at the Unitholders Meeting.

Accordingly,

- (1) the resolution to approve the Scheme and the Proposal were duly passed (by way of poll) by a majority in number of the Unitholders (other than the Offeror) representing not less than 75% in value of the Scheme Units held by the holders of such Units present and voting either in person or by proxy at the Unitholders Meeting;
- (2) the resolution to approve the Scheme and the Proposal was duly passed (by way of poll) by the Independent Unitholders holding at least 75% of the Units held by the Independent Unitholders that were voted either in person or by proxy at the Unitholders Meeting; and
- (3) the number of votes cast (by way of poll) by the Independent Unitholders present and voting either in person or by proxy at the Unitholders Meeting against the resolution to approve the Scheme and the Proposal at the Unitholders Meeting was not more than 10% of the votes attaching to all Units held by all the Independent Unitholders.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the Unitholders Meeting.

As at the date of the Unitholders Meeting, the total number of Units in issue was 2,000,000,000 and the total numbers of Scheme Units entitling the Unitholders (other than the Offeror) and the Independent Unitholders to attend and vote for or against the Proposal (including the Scheme) at the Unitholders Meeting are 664,681,000 and 663,846,500, respectively. As stated in the Scheme Document, the Offeror and the Offeror Concert Parties are required to abstain from voting at the Unitholders Meeting in accordance with the Takeovers Code. Accordingly, their votes were not taken into account for the purpose of satisfying the requirements under the Takeovers Code. Save for the Offeror and the Offeror Concert Parties, no Unitholder was required to abstain from voting at the Unitholders Meeting in accordance with the Takeovers Code.

As disclosed in the Scheme Document, Scheme Units held by any member of the DBS Group in the capacity of an exempt principal trader for and on behalf of non-discretionary investment clients are not entitled to be voted at the Unitholders Meeting in accordance with the directions of such non-discretionary investment clients unless the Takeovers Bulletin No. 53 Requirements are complied with.

Accordingly, members of the DBS Group who are exempt principal traders for the purposes of the Takeovers Code did not exercise the voting rights attached to the Scheme Units held in their names (other than those Scheme Units held by them as simple custodians for and on behalf of non-discretionary clients who, to the extent they are aware having made reasonable enquiries, are entitled to vote in the context of the Proposal and the Scheme and over which such exempt principal traders have no voting discretion) in respect of the resolution to approve the Proposal (including the Scheme) at the Unitholders Meeting.

There were no Units entitling the Unitholders to attend and abstain from voting in favour of the resolution above as set out in Rule 13.40 of the Listing Rules. Saved as disclosed, no Unitholder were required to abstain from voting on the resolution at the Unitholders Meeting under the Listing Rules nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the said resolution at the Unitholders Meeting.

Therefore, Rule 2.10 of the Takeovers Code has been complied with at the Unitholders Meeting.

## **RESULTS OF THE COURT MEETINGS**

### **The Court Meeting of Scheme Ordinary Shareholder**

The Court Meeting of Scheme Ordinary Shareholder was held at 11:00 a.m. on Thursday, 10 September 2020 at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong.

In compliance with both section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval in respect of the Scheme at the Court Meeting of Scheme Ordinary Shareholder would be regarded as obtained if:

- (1) the Scheme is approved (by way of poll) by a majority in number of the holders of Scheme Ordinary Shares representing not less than 75% in value of the Scheme Ordinary Shares beneficially owned by the holders of such Ordinary Shares present and voting either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder through the Trustee-Manager;
- (2) the Scheme is approved (by way of poll) by the Trustee-Manager, as the sole legal owner of the Ordinary Shares, representing at least 75% of the votes attaching to the Ordinary Shares beneficially owned by the Independent Ordinary Shareholders that are voted either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder; and
- (3) the number of votes cast (by way of poll) by the Trustee-Manager, as the sole legal owner of the Ordinary Shares present and voting either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder against the resolution to approve the Scheme at the Court Meeting of Scheme Ordinary Shareholder is not more than 10% of the votes attaching to all Ordinary Shares beneficially owned by all the Independent Ordinary Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting of Scheme Ordinary Shareholder were as follows:

<b>Court Meeting of Scheme Ordinary Shareholder</b>	<b>Votes cast through Trustee-Manager (Approximate %)</b>		
	<b>Total number</b>	<b>For the Scheme</b>	<b>Against the Scheme</b>
Number of holder of Scheme Ordinary Shares that voted through the Trustee-Manager ( <i>Note</i> )	1 (100%)	1 (100%)	0 (0%)
Number of Scheme Ordinary Shares beneficially owned by the Ordinary Shareholders that voted through the Trustee-Manager	593,615,699 (100%)	593,603,139 (99.998%)	12,560 (0.002%)
Number of Ordinary Shares beneficially owned by the Independent Ordinary Shareholders that voted through the Trustee-Manager	593,615,699 (100%)	593,603,139 (99.998%)	12,560 (0.002%)
Approximate percentage of: (i) 12,560 Ordinary Shares over (ii) 663,846,500 Ordinary Shares, where (i) is the number of votes cast by the Independent Ordinary Shareholders voted through the Trustee-Manager against the Scheme, and (ii) is the number of Ordinary Shares attaching to all the Independent Ordinary Shareholders			0.002%

*Note:* As disclosed in the Scheme Document, in accordance with the direction from the Grand Court for the purposes of determining whether the requirement that a majority in number of the holders of Scheme Ordinary Shares approve the Scheme under section 86(2) of the Companies Law has been satisfied, the Trustee-Manager (as the sole legal owner of the Scheme Ordinary Shares) shall be permitted to vote once only, either “for” or “against” the Scheme in accordance with the instructions of the majority of the votes cast by the Scheme Units to which the Scheme Ordinary Shares were linked in the Unitholders Meeting.



Accordingly,

- (1) the resolution to approve the Scheme was duly passed (by way of poll) by a majority in number of the holders of Scheme Ordinary Shares representing not less than 75% in value of the Scheme Ordinary Shares beneficially owned by the holders of such Ordinary Shares present and voting either in person or by proxy through the Trustee-Manager at the Court Meeting of Scheme Ordinary Shareholder;
- (2) the resolution to approve the Scheme was duly passed (by way of poll) by the Trustee-Manager, as the sole legal owner of the Ordinary Shares, representing at least 75% of the votes attaching to the Ordinary Shares beneficially owned by the Independent Ordinary Shareholders that are voted either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder; and
- (3) the number of votes cast (by way of poll) by the Trustee-Manager, as the sole legal owner of the Ordinary Shares present and voting either in person or by proxy at the Court Meeting of Scheme Ordinary Shareholder against the resolution to approve the Scheme at the Court Meeting of Scheme Ordinary Shareholder was not more than 10% of the votes attaching to all Ordinary Shares beneficially owned by all the Independent Ordinary Shareholders.

Therefore, in respect of the Court Meeting of Scheme Ordinary Shareholder, both section 86 of the Companies Law and Rule 2.10 of the Takeovers Code have been complied with.

### **The Court Meeting of Scheme Preference Shareholders**

The Court Meeting of Scheme Preference Shareholders was held at 11:30 a.m. on Thursday, 10 September 2020 at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong.

In compliance with both section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval in respect of the Scheme at the Court Meeting of Scheme Preference Shareholders would be regarded as obtained if:

- (1) the Scheme is approved (by way of poll) by a majority in number of the holders of Scheme Preference Shares representing not less than 75% in value of the Scheme Preference Shares held by the holders of such Preference Shares present and voting either in person or by proxy at the Court Meeting of Scheme Preference Shareholders;
- (2) the Scheme is approved (by way of poll) by the Independent Preference Shareholders holding at least 75% of the votes attaching to the Preference Shares held by the Independent Preference Shareholders that are voted either in person or by proxy at the Court Meeting of Scheme Preference Shareholders; and
- (3) the number of votes cast (by way of poll) by the Independent Preference Shareholders present and voting either in person or by proxy at the relevant Court Meeting against the resolution to approve the Scheme at the Court Meeting of Scheme Preference Shareholders is not more than 10% of the votes attaching to all Preference Shares held by all the Independent Preference Shareholders.



The poll results in respect of the resolution to approve the Scheme at the Court Meeting of Scheme Preference Shareholders were as follows:

<b>Court Meeting of Scheme Preference Shareholders</b>	<b>Votes cast in person or by proxy<sup>2</sup></b>		
	<b>(Approximate %)</b>		
	<b>Total number</b>	<b>For the Scheme</b>	<b>Against the Scheme</b>
Number of the holders of Scheme Preference Shares that attended and voted in person or by proxy <sup>1</sup>	135 (100%)	125 (92.59%)	10 (7.41%)
Number of Scheme Preference Shares held by holders of such Preference Shares that attended and voted in person or by proxy	593,615,699 (100%)	593,603,139 (99.998%)	12,560 (0.002%)
Number of Preference Shares held by the Independent Preference Shareholders that attended and voted in person or by proxy	593,615,699 (100%)	593,603,139 (99.998%)	12,560 (0.002%)
Approximate percentage of: (i) 12,560 Preference Shares over (ii) 663,846,500 Preference Shares, where (i) is the number of votes cast by the Independent Preference Shareholders against the Scheme, and (ii) is the number of Preference Shares attaching to all the Independent Preference Shareholders			0.002%

*Note:*

- As disclosed in the Scheme Document, in accordance with the direction from the Grand Court, for the purpose of calculating the “majority in number”, HKSCC Nominees Limited, being the registered holder of Share Stapled Units in CCASS, shall be permitted to vote once only, either “for” or “against” the Scheme in accordance with instructions from individual CCASS Participants for the purposes of ascertaining whether or not the requirement that a majority in number of the Scheme Shareholders approve the Scheme under section 86(2) of the Companies Law has been satisfied.
- As disclosed in the Scheme Document, the votes cast by the holders of the Scheme Preference Shares/ Independent Preference Shareholders at the Court Meeting of Scheme Preference Shareholders were deemed to have cast in the same way as per their votes in the Unitholders Meeting.

Accordingly,

- (1) the resolution to approve the Scheme was duly passed (by way of poll) by a majority in number of the holders of Scheme Preference Shares representing not less than 75% in value of the Scheme Preference Shares held by the holders of such Preference Shares present and voting either in person or by proxy at the Court Meeting of Scheme Preference Shareholders;
- (2) the resolution to approve the Scheme was duly passed (by way of poll) by the Independent Preference Shareholders holding at least 75% of the votes attaching to the Preference Shares held by the Independent Preference Shareholders that are voted either in person or by proxy at the Court Meeting of Scheme Preference Shareholders; and
- (3) the number of votes cast (by way of poll) by the Independent Preference Shareholders present and voting either in person or by proxy at the Court Meeting of Scheme Preference Shareholders against the resolution to approve the Scheme at the Court Meeting of Scheme Preference Shareholders was not more than 10% of the votes attaching to all Preference Shares held by all the Independent Preference Shareholders.

Therefore, in respect of the Court Meeting of Scheme Preference Shareholders, both section 86 of the Companies Law and Rule 2.10 of the Takeovers Code have been complied with.

As at the date of the Court Meetings, each of the total number of Preference Shares and Ordinary Shares (the “**Shares**”) in issue is 2,000,000,000 and each of the total number of Ordinary Shares and Preference Shares entitling respectively the Independent Ordinary Shareholders, voting through the Trustee-Manager, and Independent Preference Shareholders to attend and vote for or against the Scheme at the Court Meetings is 663,846,500. It was stated in the Scheme Document that the Offeror and the Offeror Concert Parties are required to abstain from voting at the Court Meetings in accordance with the Takeovers Code. Accordingly, their votes were not taken into account for the purpose of satisfying the requirements under the Takeovers Code. Save for the Offeror and the Offeror Concert Parties respectively, no Shareholder was required to abstain from voting at the Court Meeting of Scheme Ordinary Shareholder (through the Trustee-Manager) or the Court Meeting of Scheme Preference Shareholders in accordance with the Takeovers Code.

As disclosed in the Scheme Document, beneficial interest in Scheme Ordinary Shares held by any member of the DBS Group in the capacity of an exempt principal trader for and on behalf of non-discretionary investment clients are not entitled to be voted at the Court Meeting of Scheme Ordinary Shareholder in accordance with the directions of such non-discretionary investment clients unless the Takeovers Bulletin No. 53 Requirements are complied with. Further, Scheme Preference Shares held by any member of the DBS Group in the capacity of an exempt principal trader for and on behalf of non-discretionary investment clients are also not entitled to be voted at the Court Meeting of Scheme Preference Shareholders in accordance with the directions of such non-discretionary investment clients unless the Takeovers Bulletin No. 53 Requirements are complied with.

Accordingly, members of the DBS Group who are exempt principal traders for the purposes of the Takeovers Code did not exercise the voting rights in respect of (a) beneficial interest in Scheme Ordinary Shares (through the Trustee-Manager); and (b) Scheme Preference Shares, held in their names (other than those (a) beneficial interest in Scheme Ordinary Shares (through the Trustee-Manager); and (b) Scheme Preference Shares held by them as simple custodians for and on behalf of non-discretionary clients who, to the extent they are aware having made reasonable enquiries, are entitled to vote in the context of the Proposal and the Scheme and over which such exempt principal traders have no voting discretion) in respect of the resolution to approve the Scheme at the Court Meetings.

There were no Shares entitling the holders of such Shares to attend and abstain from voting in favour of the resolution above as set out in Rule 13.40 of the Listing Rules. Saved as disclosed, no holders of such Shares were required to abstain from voting on the resolution at the Court Meetings under the Listing Rules nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the said resolution at the Court Meetings.

The number of votes cast in favour of the Scheme and the number of CCASS Participants on whose instructions they are cast and the number of votes cast against the Scheme and the number of CCASS Participants on whose instructions they are cast will be disclosed to the Grand Court and may be taken into account by the Grand Court in deciding whether or not it should exercise its discretion to sanction the Scheme. A total number of 18 CCASS Participants holding 593,430,700 Units and 593,430,700 Preference Shares voted in favour of the resolution to approve the Proposal (including the Scheme) at the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders respectively. None of the CCASS Participants voted against the resolution to approve the Proposal (including the Scheme) at the Unitholders Meeting and the Court Meeting of Scheme Preference Shareholders respectively.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the Court Meetings.

## RESULTS OF THE EGM

The EGM was held at 12:00 p.m. on Thursday, 10 September 2020 at Salon I-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, immediately after the conclusion of the Unitholders Meeting and the Court Meetings for the purpose of considering, and if thought fit, passing the special resolution set out in the notice of the EGM dated 17 August 2020.

The poll results in respect of the resolution proposed at the EGM were as follow:

Special Resolution ( <i>Note</i> )	Number of votes (approximate %)		
	Total	For	Against
To consider and approve, among other things, (i) the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares; (ii) the cancellation of the Scheme Units; and (iii) the withdrawal of listing of the Share Stapled Units upon the Proposal becoming effective	1,924,771,409 (100%)	1,924,769,895 (100%)	1,514 (0.00%)

*Note:* The full text of the resolution is set out in the notice of EGM, which is included in the Scheme Document despatched to the Holders of Share Stapled Units.

Accordingly, the special resolution to approve and give effect to, among other things, (i) the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares; (ii) the cancellation of the Scheme Units; and (iii) the withdrawal of listing of the Share Stapled Units upon the Proposal becoming effective was duly passed by a majority of not less than 75% of the votes cast by the Holders of Share Stapled Units present and voting (either in person or by proxy) at the EGM.

As at the date of the EGM, the total number of Share Stapled Units entitling the Holders of Share Stapled Units to attend and vote on the special resolution above was 2,000,000,000. There were no Share Stapled Units entitling the Holders of Share Stapled Units to attend and abstain from voting in favour of the special resolution above as set out in Rule 13.40 of the Listing Rules. As disclosed in the Scheme Document, all Holders of Share Stapled Units will be entitled to attend the EGM and vote on, among other things, a special resolution to approve and give effect to (a) the reduction of the share capital of the Company by cancelling and extinguishing the Scheme Shares; (b) the cancellation of the Scheme Units; and (c) the withdrawal of listing of the Share Stapled Units upon the Proposal becoming effective. No Holders of Share Stapled Units were required to abstain from voting on the special resolution above at the EGM under the Listing Rules nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the said resolution at the EGM.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the EGM.

## **CLOSURE OF REGISTERS**

For the purpose of determining the Holders of Scheme Share Stapled Units who are qualified for entitlements under the Scheme, the Registers will be closed from Monday, 28 September 2020 onwards. No transfer of Share Stapled Units will be effected as from such date.

## **CURRENT STATUS OF THE PROPOSAL CONDITIONS OF THE PROPOSAL**

As at the date of this announcement, the Proposal and the Scheme will become effective and binding on the Offeror, Jinmao Hotel, the Company and all Holders of Share Stapled Units, subject to the fulfilment or waiver (as applicable) of the Proposal Conditions (other than Proposal Conditions (a) to (g), (n) which have been satisfied) as set out in the section headed “Proposal Conditions” in the Explanatory Statement on pages 96 to 100 of the Scheme Document.

In respect of Proposal Conditions (j) to (m), the Offeror, the Trustee-Manager (as trustee-manager of Jinmao Hotel) and the Company were not aware of and did not reasonably foresee any such authorization, registration, filing, rulings, consent, opinion, permission and approval of any relevant competent authority as at the date of this announcement except for (i) approval from Sinochem Group, which was obtained on June 10, 2020 to approve the privatization of Jinmao Hotel and the Company by off-market agreement, (ii) written report to the SASAC by Sinochem Group, which is expected to be completed without obstacles, and (iii) filing with the State-owned Equity Management Information System for listed companies by Sinochem Group, which is expected to be completed without obstacles.

Subject to such Proposal Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on 28 September 2020 (Cayman Islands time).

## **WITHDRAWAL OF LISTING OF SHARE STAPLED UNITS**

If the Proposal becomes unconditional and the Scheme becomes effective, the Trustee-Manager and the Company expects to withdraw the listing of the Share Stapled Units on the Stock Exchange with effect from 9:00 a.m., Monday, 5 October 2020.

## EXPECTED TIMETABLE

**Hong Kong Time**  
*(unless otherwise stated)*

Latest time of trading in the Share Stapled Units on the Stock Exchange . . . . .	4:10 p.m. on 22 September 2020
Court hearing of the petition to sanction the Scheme and to confirm the reduction of the number of share capital of the Company. . . . .	24 September 2020 <b>(Cayman Islands time)</b>
Latest time for lodging transfers of Share Stapled Units in order to qualify for the entitlements under the Scheme . . . . .	4:30 p.m. on 25 September 2020
Announcement of the result of the Court hearing, the expected Effective Date and the expected date of withdrawal of listing of the Share Stapled Units on the Stock Exchange . . . . .	no later than 7:00 p.m. on 25 September 2020
Registers closed for the determining entitlements to qualify under the Scheme ( <i>Note 1</i> ). . . . .	from 28 September 2020 onwards
Scheme Record Date . . . . .	28 September 2020
Effective Date ( <i>Note 2</i> ) . . . . .	28 September 2020 <b>(Cayman Islands time)</b>
Announcement of the Effective Date and the withdrawal of listing of the Share Stapled Units on the Stock Exchange . . . . .	29 September 2020
Expected withdrawal of listing of the Share Stapled Units on the Stock Exchange becomes effective ( <i>Note 3</i> ) . . . . .	9:00 a.m. on 5 October 2020
Cheques for cash entitlements under the Scheme to be despatched ( <i>Note 4</i> ). . . . .	on or before 9 October 2020

**Holders of Share Stapled Units should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

*Notes:*

1. The Registers comprising the Share Stapled Units Register, the Units Register, the Register of Members, the Hong Kong Register of Members and the Register of Beneficial Interests will be closed as from such date and on such date for the purpose of determining the Holders of Scheme Share Stapled Units who are qualified for entitlement under the Proposal.
2. When all the Proposal Conditions are satisfied or waived (as applicable), the Scheme may be delivered to the Registrar of Companies in the Cayman Islands at which point it will become effective and binding on the Offeror, Jinmao Hotel, the Company and all Holders of Share Stapled Units. The Effective Date would be earlier than the date of announcement of the Effective Date and the withdrawal of listing of the Share Stapled Units on the Stock Exchange.
3. If all Proposal Conditions are fulfilled (or waived as applicable) on or before the Long Stop Date, the Offeror will (i) implement the Scheme to cancel and extinguish the Scheme Shares; and (ii) cancel the Scheme Units. The Trustee-Manager and the Company will apply to the Stock Exchange for the withdrawal of listing of the Share Stapled Units on the Stock Exchange.
4. Cheques for the cash entitlements to the Holders of Scheme Share Stapled Units will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the Share Stapled Units Register at the Scheme Record Time on the Scheme Record Date on or before Friday, 9 October 2020.

## **GENERAL**

Immediately before the commencement of the Offer Period and as at the date of this joint announcement, the total number of Share Stapled Units held, controlled or directed by the Offeror and the Offeror Concert Parties were 1,336,153,500 (comprising 1,335,319,000 Share Stapled Units held by the Offeror and 834,500 Share Stapled Units held by the Offeror Concert Parties), representing approximately 66.81% of the total number of Share Stapled Units in issue at that time. None of the Offeror or the Offeror Concert Parties had acquired or agreed to acquire any Share Stapled Units, convertible securities, warranties, options and derivatives in respect of the Share Stapled Units during the Offer Period. As at the date of this joint announcement, none of the Offeror or the Offeror Concert Parties have borrowed or lent any Share Stapled Units or any other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Jinmao Hotel or the Company.



**WARNING: Holders of Share Stapled Units and potential investors of Share Stapled Units should be aware that the implementation of the Proposal is subject to the Proposal Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Holders of Share Stapled Units and potential investors of Share Stapled Units should therefore exercise caution when dealing in the Share Stapled Units. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board of  
**China Jinmao Holdings Group Limited**  
**NING Gaoning**  
*Chairman*

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

Hong Kong, 10 September 2020

*As at the date of this joint announcement, the directors of the Offeror are Mr. NING Gaoning (Chairman), Mr. YANG Lin, Mr. AN Hongjun, Mr. CHENG Yong and Mr. WANG Wei as non-executive directors; Mr. LI Congrui, Mr. JIANG Nan and Mr. SONG Liuyi as executive directors; Mr. SU Xijia, Mr. GAO Shibin and Mr. ZHONG Wei as independent non-executive directors.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Jinmao Hotel and the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Trustee-Manager and the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint 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.*

*The directors of the Trustee-Manager and the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*