THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **China Jinmao Holdings Group Limited** (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

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)

PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the 2020 Annual General Meeting (the "**AGM**") of the Company, to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m on Tuesday, 8 June 2021, is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- **compulsory body temperature checks and health declarations**
- **wearing of surgical face masks**
- **no distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. The Company encourages attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

7 May 2021

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The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

(i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.

(ii) The Company encourages each attendee to wear a surgical face mask throughout the AGM and inside the AGM venue, and to maintain a safe distance between seats.

(iii) No refreshment will be served, and there will be no corporate gift.

(iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office or to our email chinajinmao_IR@sinochem.com.

If any Shareholder has any question relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wan Chai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: 2862 8555
Fax: 2865 0990

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

"AGM"	the 2020 annual general meeting of the Company to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Tuesday, 8 June 2021, or any adjournment thereof, the notice of which is set out on pages 15 to 19 of this circular
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"Buy-back Mandate"	a general mandate proposed to be granted to the Directors at the AGM to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Buy-back Mandate
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
"Company"	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability and listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Issue Mandate
"Latest Practicable Date"	30 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Share(s)"	the ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission

In case of any discrepancy between the English version and the Chinese version of this circular, the English version shall prevail.

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)

Non-executive Directors
Mr. NING Gaoning *(Chairman)*
Mr. YANG Lin
Mr. AN Hongjun
Mr. CHENG Yong
Mr. WANG Wei

Executive Directors
Mr. LI Congrui *(Chief Executive Officer)*
Mr. JIANG Nan *(Chief Financial Officer)*
Mr. SONG Liuyi *(Senior Vice President)*

Independent Non-executive Directors
Mr. SU Xijia
Mr. SUEN Man Tak
Mr. GAO Shibin
Mr. ZHONG Wei

Registered Office
Room 4702-03
47th Floor Office Tower
Convention Plaza
No. 1 Harbour Road
Wanchai
Hong Kong

7 May 2021

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM and to give you notice of the AGM. The resolutions to be proposed at the AGM include, *inter alia*, the re-election of Directors and the renewal of the issue mandate and the buy-back mandate given to the Directors at the 2019 annual general meeting of the Company held on 10 June 2020.

PROPOSED RE-ELECTION OF DIRECTORS

The term of directorship for Mr. SONG Liuyi as an executive Director will end upon the conclusion of the AGM. Mr. SONG Liuyi will offer himself for re-election at the AGM.

In addition, the Board has appointed Mr. CHENG Yong and Mr. WANG Wei as non-executive Directors, and Mr. ZHONG Wei as an independent non-executive Director on 24 August 2020. The Board has further appointed Mr. SUEN Man Tak as an independent non-executive Director on 27 November 2020. In accordance with the Articles of Association, Mr. CHENG Yong, Mr. WANG Wei, Mr. SUEN Man Tak and Mr. ZHONG Wei shall be subject to re-election by the Shareholders at the first annual general meeting of the Company following their appointments. As such, all such Directors will offer themselves for re-election at the AGM.

Pursuant to code provision A.5.5 of the Corporate Governance Code and Corporate Governance Report in Appendix 14 of the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular: (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding his seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (iii) the perspectives, skills and experience that the individual can bring to the board; and (iv) how the individual contributes to diversity of the board.

In reviewing the structure of the Board, the Remuneration and Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. SUEN Man Tak, a practicing barrister-at-law, has extensive experience in the enforcement of securities and futures related legislation as well as commercial crime investigations. Mr. ZHONG Wei, a professor of the department of finance of the Business School of Beijing Normal University, has over 20 years of experience in the areas of finance, corporate governance and real estate research. Both of Mr. SUEN Man Tak and Mr. ZHONG Wei have also accumulated extensive experience in corporate management through his directorships in various listed companies. The Remuneration and Nomination Committee is of the view that the re-election of Mr. SUEN Man Tak and Mr. ZHONG Wei as independent non-executive Directors may replenish the professional knowledge of the Board in law and finance, promote the diversity of the Board in terms of skills and experience, and improve the internal control and corporate governance of the Company. Neither Mr. SUEN Man Tak nor Mr. ZHONG Wei holds position as a director in seven or more listed companies, and each of them is able to devote sufficient time and attention to the Company.

In addition, each of Mr. SUEN Man Tak and Mr. ZHONG Wei has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that each of Mr. SUEN Man Tak and Mr. ZHONG Wei is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

On such basis, the Remuneration and Nomination Committee nominated Mr. SUEN Man Tak and Mr. ZHONG Wei to the Board for it to recommend to the Shareholders for re-election at the AGM.

The biographical details of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the 2019 annual general meeting held on 10 June 2020, ordinary resolutions of the Company were passed granting general mandates to the Directors (i) to buy back, *inter alia*, Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution; and (ii) to allot, issue and/or otherwise deal with Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution and the number of Shares bought back by the Company pursuant to the mandate referred to in (i) above. These general mandates will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to the Shareholders to grant to the Directors the Issue Mandate and the Buy-back Mandate. The explanatory statement on the Buy-back Mandate required under the Listing Rules is set out in Appendix I to this circular.

AGM

A notice convening the AGM to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Tuesday, 8 June 2021 is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate by the number of Shares bought back in accordance with the Buy-back Mandate.

In accordance with the requirements of the Listing Rules, any votes of Shareholders at any general meeting shall be taken by way of poll. Accordingly, the chairman of the meeting will at the AGM demand, pursuant to Article 58(1) of the Articles of Association, that votes on all resolutions set out in the Notice of 2020 Annual General Meeting be taken by way of poll.

A form of proxy for use at the AGM is enclosed together with this circular. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the

share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the results of the AGM.

RECOMMENDATION

The Board believes that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
China Jinmao Holdings Group Limited
NING Gaoning
Chairman

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection with the Buy-back Mandate and also constitutes a memorandum under section 239(2) of the Companies Ordinance. The information in the explanatory statement is to provide Shareholders with the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 12,687,034,490 Shares in issue.

Subject to the passing of the proposed resolution for the grant of the Buy-back Mandate and on the basis that no Share will be issued or bought back by the Company prior to the AGM, the exercise of the Buy-back Mandate would enable the Company to buy back up to 1,268,703,449 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to seek a general mandate from the Shareholders to enable the Company to buy back Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and other applicable laws. Share buy-backs will be made out of internal funds legally permitted to be utilized in this connection, including the funds otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose.

The Directors consider, after taking into account the current working capital of the Company, that the exercise of the Buy-back Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2020). However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position (as compared with the position disclosed in its latest published audited accounts as at 31 December 2020) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
May 2020	5.68	5.05
June 2020	6.06	5.36
July 2020	6.29	5.07
August 2020	5.45	4.81
September 2020	4.99	4.16
October 2020	4.33	3.88
November 2020	4.38	3.83
December 2020	4.04	3.43
January 2021	4.38	2.97
February 2021	3.40	3.04
March 2021	3.40	2.98
April 2021	3.27	2.83

5. DIRECTORS' UNDERTAKING AND DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and applicable laws.

None of the Directors, nor, to their best knowledge after having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If, on exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of its or their interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sinochem Hong Kong (Group) Company Limited ("**Sinochem Hong Kong**") held 4,476,188,025 Shares in the Company, representing approximately 35.28% of the total number of Shares in issue. In the event that the Directors exercise the Buy-back Mandate in full, the shareholding of Sinochem Hong Kong would be increased to approximately 39.20% of the total number of Shares in issue (if the number of Shares held remain unchanged). Such increase would give rise to an obligation on Sinochem Hong Kong to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the power to buy back Shares to such extent as would result in an obligation to make a mandatory offer on the part of Sinochem Hong Kong.

In addition, in exercising the Buy-back Mandate, the Directors will ensure that the Company complies with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

7. SHARES BOUGHT BACK BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company bought back a total of 51,602,000 Shares on the Stock Exchange, details of which are as follows:

Date of buy-back	Number of Shares bought back	Highest price paid per Share *HK$*	Lowest price paid per Share *HK$*
28 January 2021	12,000,000	3.05	2.99
29 January 2021	6,262,000	3.06	3.03
1 February 2021	4,540,000	3.21	3.11
2 February 2021	5,000,000	3.28	3.16
3 February 2021	5,000,000	3.23	3.20
4 February 2021	6,300,000	3.18	3.12
9 February 2021	3,900,000	3.14	3.10
10 February 2021	3,400,000	3.17	3.12
11 February 2021	5,200,000	3.20	3.13

Set out below are the biographies of Directors proposed for re-election at the AGM.

Mr. SONG Liuyi – Executive Director and Senior Vice President

Mr. SONG, who was born in November 1975, joined the Company as the assistant to the president of the Company in May 2011 and became the vice president of the Company in January 2013. He has been serving as the senior vice president of the Company since March 2017, and has been an executive Director of the Company since August 2017. Mr. SONG also holds positions in a number of subsidiaries of the Company, including the director and the general manager of Sinochem Franshion Properties (Beijing) Co., Ltd., Beijing Franshion Yicheng Properties Company Limited and Beijing Franshion Tuoying Property Development Co., Ltd. Mr. SONG joined Sinochem Group Co., Ltd. in 2001 and worked at the investment business department of Sinochem International Corporation, the investment department and general office of Sinochem Group Co., Ltd. Mr. SONG has nearly 20 years of experience in project investment, real estate development and corporate management. Mr. SONG obtained a bachelor's degree in high polymer materials and processing from the Beijing Institute of Technology in 1998 and a master's degree in materials from the Beijing Institute of Technology in 2001.

The Company has entered into a letter of appointment with Mr. SONG. The term of office of Mr. SONG as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. SONG will be entitled to an annual salary of RMB2,640,000, plus applicable benefits and discretionary bonus. Mr. SONG's emoluments are determined by the Board with reference to his duties and responsibilities, individual performance and the results of the Company.

As at the Latest Practicable Date, Mr. SONG held 3,000,000 Shares of the Company, and had options for subscription of 4,500,000 Shares of the Company. Apart from the above, Mr. SONG has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. SONG does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. SONG that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. SONG that needs to be brought to the attention of the Shareholders.

Mr. CHENG Yong – Non-executive Director

Mr. CHENG, who was born in November 1973, has been a non-executive Director of the Company since August 2020. He joined the strategic planning department of Sinochem Group Co., Ltd. in August 1999. He served as an assistant to the general manager, the deputy general manager and the general manager of the strategic planning department of Sinochem Group Co., Ltd. from August 2002 to December 2016, the vice president of the agricultural business department of Sinochem Group Co., Ltd. from January 2017 to October 2018, and the managing director of Sinochem Agriculture Holdings Limited from October 2015 to October 2018. Mr. CHENG has been the deputy director of the human resources department of Sinochem Group Co., Ltd. since October 2018, and the executive vice president of Sinochem Innovation Management Institute (中化創新管理學院) since December 2018. Mr. CHENG has also been a director of a number of subsidiaries of Sinochem Group Co., Ltd., including Sinochem Qingdao Co., Ltd., Sinochem Lantian Co., Ltd., China Foreign Economy and Trade Trust Co., Ltd. and Sinochem Capital Co., Ltd. since May 2012. Mr. CHENG has over 20 years of extensive experience in economic and trade, agricultural industry, corporate strategy and human resources management. Mr. CHENG obtained a bachelor's degree in international trade from the department of economics and trade of Anhui Institute of Finance and Trade in 1994, a master's degree in business economics from the department of economics and trade of Anhui Institute of Finance and Trade in 1996, a doctoral degree in applied economics from the department of finance and trade of the Graduate School of Chinese Academy of Social Sciences in 1999, and an executive master's degree in business administration from Xiamen University in 2008. Mr. CHENG is a senior economist, a Chinese certified public accountant and a qualified lawyer in the PRC.

The Company has entered into a letter of appointment with Mr. CHENG. The term of office of Mr. CHENG as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. CHENG will not receive any director's fee for serving as a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. CHENG has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. CHENG does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. CHENG that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. CHENG that needs to be brought to the attention of the Shareholders.

Mr. WANG Wei – Non-executive Director

Mr. WANG, who was born in October 1968, has been a non-executive Director of the Company since August 2020. Mr. WANG joined Ping An Insurance (Group) Company of China, Ltd. in early 2013. Mr. WANG served as the managing director of Ping An Real Estate Capital Ltd. from 2013 to 2018, and has been the managing director of strategic investment of asset management center in Ping An Insurance (Group) Company of China, Ltd. since August 2018. Prior to joining Ping An Insurance (Group) Company of China, Ltd., Mr. WANG served as an analyst in the treasury department of the head office of Bank of China Limited from 1991 to 1994, an associate, vice president and senior vice president of the fixed income and equity capital market divisions at J.P. Morgan (New York headquarters, Singapore and Hong Kong) from 1994 to 2000 and 2002 to 2005, a member of the China management committee, the managing director and co-head of the China fixed income and derivatives division at UBS Group (Hong Kong) from 2005 to 2007, a vice president and the chief financial officer of Sunshine 100 China Holdings Ltd. from 2008 to 2009, and the managing director and China head of Forum Partners from 2009 to early 2013. Mr. WANG served as a non-executive director of Wuzhou International Holdings Limited (stock code: 01369) from September 2014 to June 2018, and has been a non-executive director of CIFI Holdings (Group) Co. Ltd. (stock code: 00884) since November 2018, and a non-executive director of China Fortune Land Development Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600340) since October 2018. Mr. WANG has over 25 years of extensive experience in domestic and overseas capital markets with a focus on real estate industry investment over the past 12 years. Mr. WANG obtained a bachelor's degree in economics, majoring in international finance, from the department of world economy of Fudan University in 1991, and a master's degree in business administration from Columbia Business School, the United States in 2002.

The Company has entered into a letter of appointment with Mr. WANG. The term of office of Mr. WANG as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. WANG will not receive any director's fee for serving as a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. WANG has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WANG does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. WANG that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. WANG that needs to be brought to the attention of the Shareholders.

Mr. SUEN Man Tak – Independent Non-executive Director

Mr. SUEN, who was born in June 1958, has been an independent non-executive Director of the Company since November 2020. He has extensive experience in the enforcement of securities and futures related legislation as well as commercial crime investigations. Mr. SUEN had served with the Securities and Futures Commission of Hong Kong for more than 17 years. He is now a practicing barrister-at-law specializing in litigation and advisory matters in relation to the SFO, the Takeovers Code, the Listing Rules, the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission of Hong Kong, market misconduct, white collar crimes and anti-money laundering activities. Mr. SUEN has been an independent non-executive director of Sino-Ocean Group Holding Limited (stock code: 03377) since December 2015, and an independent non-executive director of Zijin Mining Group Co., Ltd. (stock code: 02899) since December 2019. Mr. SUEN received his master's degree in accountancy from the Charles Sturt University, Australia in September 1996. He further obtained a degree of juris doctor in July 2010 and a postgraduate certificate in laws in July 2011, both from the City University of Hong Kong. He was called to the Hong Kong Bar in February 2013. Mr. SUEN has been a member of the Hong Kong Institute of Certified Public Accountants since July 1998 and a member of the Hong Kong Securities and Investment Institute since April 1999.

The Company has entered into a letter of appointment with Mr. SUEN. The term of office of Mr. SUEN as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. SUEN will be entitled to a director's fee of HK$460,000 for each full service year, which is determined by reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. SUEN has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. SUEN does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. SUEN that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. SUEN that needs to be brought to the attention of the Shareholders.

Mr. ZHONG Wei – Independent Non-executive Director

Mr. ZHONG, who was born in February 1969, has been an independent non-executive Director of the Company since August 2020. Mr. ZHONG has been a professor of the department of finance of the Business School of Beijing Normal University since July 2003. Prior to that, Mr. ZHONG served as an assistant engineer at Wuxi Alarm Devices Factory from July 1990 to July 1992, a lecturer at the Business School of Jiangnan University from July 1994 to July 1997, and an associate professor of the Business School of Beijing Normal University between 1999 and 2003. Mr. ZHONG served as an independent director of Dongxing Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601198) from August 2010 to March 2017, and has been an independent non-executive director of China Resources Land Limited (stock code: 01109) since April 2017, and an independent non-executive director of Seazen Group Limited (stock code: 01030) since December 2014. Mr. ZHONG has over 20 years of experience in the areas of corporate governance, finance and real estate research. Mr. ZHONG obtained a bachelor's degree in science from the department of physics of Nanjing University in 1990, a master's degree in management engineering from the School of Economics and Management of Southeast University in 1994, a doctoral degree in economics from Beijing Normal University in 1999, and a post-doctoral degree in management science and engineering from Tongji University in 2004.

The Company has entered into a letter of appointment with Mr. ZHONG. The term of office of Mr. ZHONG as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. ZHONG will be entitled to a director's fee of HK$460,000 for each full service year, which is determined by reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. ZHONG has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. ZHONG does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. ZHONG that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. ZHONG that needs to be brought to the attention of the Shareholders.

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)

NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting (the "**AGM**") of China Jinmao Holdings Group Limited (the "**Company**") will be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Tuesday, 8 June 2021 for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2020.

2. To declare a final dividend for the year ended 31 December 2020.

3. (A) To re-elect Mr. SONG Liuyi as an executive director of the Company;

   (B) To re-elect Mr. CHENG Yong as a non-executive director of the Company;

   (C) To re-elect Mr. WANG Wei as a non-executive director of the Company;

   (D) To re-elect Mr. SUEN Man Tak as an independent non-executive director of the Company;

   (E) To re-elect Mr. ZHONG Wei as an independent non-executive director of the Company.

4. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.

5. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved and authorized;

(b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the approval pursuant to paragraph (a) shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the articles of association of the Company; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting."

7. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible

into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares allotted, issued and/or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and/or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, other than pursuant to (i) a Rights Issue (as defined in paragraph (c) below), or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of options to subscribe for, or rights to acquire shares of the Company, (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, or (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

Relevant Period shall have the same meaning as ascribed to it under the resolution set out in paragraph 6(c) of this Notice; and

Rights Issue means the allotment, issue or grant of shares open for a period fixed by the directors of the Company to holders of the shares or any class of shares thereof on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong)."

8. "**THAT**:

Conditional upon the passing of Resolution Nos. 6 and 7, the general mandate granted to the directors of the Company pursuant to Resolution No. 7 be and is hereby extended by the addition thereto of the aggregate number of shares bought back by the Company after approval of Resolution No. 6 provided that such aggregate number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution)."

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

Hong Kong, 7 May 2021

Notes:

(1) The register of members of the Company will be closed for the purpose of determining shareholders' entitlement to attend and vote at the AGM from Thursday, 3 June 2021 to Tuesday, 8 June 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the 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, for registration not later than 4:30 p.m. on Wednesday, 2 June 2021.

(2) The register of members of the Company will be closed for the purpose of determining shareholders' entitlement to the proposed final dividend from Tuesday, 15 June 2021 to Thursday, 17 June 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the 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, for registration not later than 4:30 p.m. on Friday, 11 June 2021. Subject to approval by shareholders of the Company at the AGM, the final dividend for the year ended 31 December 2020 is expected to be paid on or before Tuesday, 31 August 2021 to shareholders whose names appear on the register of members of the Company on Thursday, 17 June 2021.

(3) Any member entitled to attend and vote at the AGM or any adjournment thereof convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(4) In case of joint holders of any share, any one of such joint holders may vote at the AGM or any adjournment thereof, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

(5) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof.

(6) Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

(7) The explanatory statement prepared in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange is set out in Appendix I to the circular of the Company dated 7 May 2021, containing information that enable shareholders to consider whether to vote for or against the resolution in relation to the buy-back of shares by the Company.

(8) With respect to the Ordinary Resolution No. 7, approval is being sought from shareholders as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.

(9) If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the Company's website at www.chinajinmao.cn and the HKExnews website at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this Notice, the Directors of the Company 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. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.