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**Jin Jiang International Holding
Company Limited**

*(a company incorporated in the People's Republic of
China with limited liability)*



**Shanghai Jin Jiang Capital
Company Limited***

*(a joint stock limited company incorporated in the
People's Republic of China with limited liability)
(Stock code: 2006)*

JOINT ANNOUNCEMENT

**DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION
TO THE PROPOSED MERGER BY ABSORPTION OF
THE COMPANY BY THE OFFEROR**

Financial Advisers to the Offeror



Reference is made to (i) the announcement jointly published by the Offeror and the Company dated 24 November 2021 in relation to, among others, the Merger Agreement and the Merger (the “**Joint Announcement**”); (ii) the announcement jointly published by the Offeror and the Company dated 8 December 2021 in relation to the results of application to the Executive to rebut certain “acting in concert” presumption; (iii) the announcement jointly published by the Offeror and the Company dated 14 December 2021 in relation to the delay in despatch of the Composite Document; (iv) the announcement published by the Company dated 17 December 2021 in relation to the appointment of the Independent Financial Adviser; (v) the announcements jointly published by the Offeror and the Company dated 14 January 2022, 14 February 2022 and 14 March 2022 in relation to the monthly update on the Merger; and (vi) the

announcement jointly published by the Offeror and the Company dated 28 March 2022 in relation to the fulfilment of the Pre-Condition. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, amongst others, (i) further details of the Merger and the Merger Agreement and other matters in relation to the Merger; (ii) a letter of advice issued by the Independent Financial Adviser to the Independent Board Committee; and (iii) recommendations and advice from the Independent Board Committee, together with a notice of the EGM, a notice of the H Shareholders' Class Meeting and proxy forms in respect of the EGM and the H Shareholders' Class Meeting will be despatched by the Offeror and the Company jointly to the Shareholders on 1 April 2022.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made as and when appropriate. Unless otherwise expressly stated, all references to dates and times refer to Hong Kong dates and times.

Latest time for lodging transfers of H Shares
in order to be entitled to attend and vote
at the EGM and the H Shareholders' Class
Meeting 4:30 p.m. on Wednesday,
20 April 2022

Closure of register for transfers of Shares for
determination of the Shareholders entitled
to attend and vote at the EGM and the H
Shareholders' Class Meeting Thursday, 21 April,
2022 to Tuesday,
26 April 2022
(both dates inclusive)

Latest time for lodging proxy forms in
respect of the EGM 1:30 p.m. on Monday,
25 April 2022

Latest time for lodging proxy forms in
respect of the H Shareholders' Class
Meeting 2:00 p.m. on Monday,
25 April 2022

Record date for Shareholders for the EGM
and the H Shareholders for the H
Shareholders' Class Meeting Tuesday, 26 April 2022

EGM. 1:30 p.m. on Tuesday,
26 April 2022

H Shareholders' Class Meeting. 2:00 p.m. on Tuesday,
26 April 2022
or immediately following
the conclusion
of the EGM
or any adjournment
thereof on Tuesday,
26 April 2022

Announcement of the results of the EGM
and the H Shareholders' Class Meeting
and the satisfaction of all Conditions to
effectiveness⁽¹⁾, last day for dealings in H
Shares and expected date of withdrawal of
listing of H Shares. by 7:00 p.m. on Tuesday,
26 April 2022

Resumption of registers for transfer of
Shares Wednesday, 27 April 2022

Each of the Offeror and the Company
notifies its creditors and makes a public
announcement of the Merger pursuant to
the PRC Company Law Within 10 days
(for the notice to creditors)
and 30 days
(for the announcement)
following the EGM
and the H Shareholders'
Class Meeting

Last day for dealings in H Shares. Wednesday, 27 April 2022

Latest time for lodging transfers of H Shares
in order to be entitled to receive the
Cancellation Price 4:30 p.m. on Tuesday,
3 May 2022

Closure of register of members of the Company	From Wednesday, 4 May 2022 onwards
Announcement that all the Conditions to implementation are satisfied (or waived, as applicable) ⁽²⁾	On or before 8:30 a.m. on Thursday, 5 May 2022
Expected date and time of withdrawal of listing of H Shares.	4:30 p.m. on Thursday, 5 May 2022
Latest date for payment of the Cancellation Price to the H Shareholders	Tuesday, 17 May 2022
End of the period during which creditors may request the Offeror and the Company to pay off their respective indebtedness or provide guarantees.	Within 30 days after the receipt of notice by creditors or 45 days after the issue of announcement to creditors (whichever is the latest)

Notes:

- (1) The Conditions to effectiveness shall be satisfied upon passing of the requisite resolutions at the EGM and the H Shareholders' Class Meeting as set out in "PRINCIPAL TERMS OF THE MERGER AGREEMENT — Condition to effectiveness" in the "LETTER FROM THE BOARD" of the Composite Document.
- (2) The Offeror and the Company will jointly publish announcement(s) when or as soon as reasonably practicable after all Conditions to effectiveness have been satisfied and the Conditions to implementation have been satisfied or waived, as appropriate.

- (3) Pursuant to the Merger Agreement, if any Dissenting Shareholder is to exercise its right to request the Company and/or other Consenting Shareholders (or the Offeror, if so requested by the Company and/or the Consenting Shareholders) to acquire its Shares at a “fair price” during the Declaration Period (the “Right”), the Dissenting Shareholder must refund the Cancellation Price (if received) to the Offeror in order to be entitled to exercise the Right, failing which the Dissenting Shareholder will be deemed to have waived, and will no longer be able to exercise, the Right. The Offeror (if so requested by the Company and/or the Consenting Shareholders) will make the payment separately upon agreement on matters regarding the Right. For the avoidance of doubt, regardless of when the Dissenting Shareholder exercises the Right, the Dissenting Shareholder will be deemed to have ceased to have any right in respect of the Shares (other than the right to request for consideration pursuant to exercise of the Right) on the Delisting Date.

WARNING: The Conditions to effectiveness must be satisfied before the Merger Agreement becoming effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to implementation set out in the Composite Document being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

By Order of the Board
**Jin Jiang International Holding
Company Limited**
Zhang Xiaoqiang
Director and President

By Order of the Board
**Shanghai Jin Jiang Capital
Company Limited***
Ma Mingju
Executive Director and CEO

Shanghai, China
1 April 2022

As at the date of this joint announcement, the Offeror’s directors are Mr. Zhao Qi, Mr. Zhang Xiaoqiang, Ms. Zan Lin, Mr. Shao Zhengping, Mr. Wang Qiang, Mr. Liu Hongzhong and Mr. Zhang Weihua. The directors of the Offeror jointly and severally accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) 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 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 of the statements in this joint announcement misleading.

As at the date of this joint announcement, the executive Directors of the Company are Mr. Zhao Qi, Mr. Chen Liming, Mr. Ma Mingju, Ms. Zhou Wei and Mr. Sun Yu; and the independent non-executive Directors of the Company are Mr. Ji Gang, Dr. Rui Mingjie and Mr. Shen Liqiang. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation 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 of the statements in this joint announcement misleading.

* *The Company is registered as a non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) under its Chinese name and the English name “**Shanghai Jin Jiang Capital Company Limited**”.*