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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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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)**

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

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The notice convening the 2023 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 9:00 a.m. on Wednesday, 19 June 2024, is set out on pages 16 to 20 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.

Subject to the public health requirements or guidelines of the Government of Hong Kong and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company’s website ([www.chinajinmao.cn](http://www.chinajinmao.cn)) as and when appropriate.

28 May 2024

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD.</b> .....	3
INTRODUCTION .....	3
PROPOSED RE-ELECTION OF DIRECTORS.....	4
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES .....	5
AGM.....	5
RECOMMENDATION. ....	6
<b>APPENDIX I - EXPLANATORY STATEMENT ON THE BUY-BACK                   MANDATE</b> .....	7
<b>APPENDIX II - BIOGRAPHIES OF DIRECTORS PROPOSED FOR                   RE-ELECTION.</b> .....	10
<b>NOTICE OF 2023 ANNUAL GENERAL MEETING</b> .....	16

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## DEFINITIONS

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

“AGM”	the 2023 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 9:00 a.m. on Wednesday, 19 June 2024, or any adjournment thereof, the notice of which is set out on pages 16 to 20 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”	22 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“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)**

***Executive Directors***

Mr. ZHANG Zenggen (*Chairman*)  
Mr. TAO Tianhai (*Chief Executive Officer*)  
Mr. ZHANG Hui (*Senior Vice President*)  
Ms. QIAO Xiaojie (*Chief Financial Officer*)

***Non-executive Directors***

Mr. CHENG Yong  
Ms. CHEN Aihua  
Mr. AN Hongjun  
Ms. WANG Wei

***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

28 May 2024

*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 2022 annual general meeting of the Company held on 28 June 2023.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

The term of directorship for Mr. CHENG Yong as a non-executive Director, Mr. SUEN Man Tak and Mr. ZHONG Wei as independent non-executive Directors will end upon the conclusion of the AGM. Mr. CHENG Yong, Mr. SUEN Man Tak and Mr. ZHONG Wei will offer themselves for re-election at the AGM.

In addition, the Board has appointed Mr. ZHANG Hui as an executive Director on 19 October 2023, and appointed Ms. CHEN Aihua and Ms. WANG Wei as non-executive Directors on 12 July 2023 and 29 November 2023, respectively. In accordance with the Articles of Association, Mr. ZHANG Hui, Ms. CHEN Aihua, and Ms. WANG Wei shall be subject to re-election by the Shareholders at the first annual general meeting of the Company following their appointments. Mr. ZHANG Hui, Ms. CHEN Aihua, and Ms. WANG Wei will offer themselves for re-election at the AGM.

Pursuant to code provision B.3.4 of the Corporate Governance Code in Appendix C1 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.

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## LETTER FROM THE BOARD

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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 on 23 April 2024 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 2022 annual general meeting held on 28 June 2023, 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 9:00 a.m. on Wednesday, 19 June 2024 is set out on pages 16 to 20 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 2023 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

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## LETTER FROM THE BOARD

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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**  
**ZHANG Zenggen**  
*Chairman*



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## **APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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*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 13,499,588,252 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 1,349,958,825 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 2023). 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 2023) 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:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
May 2023	1.620	1.100
June 2023	1.330	1.080
July 2023	1.350	1.020
August 2023	1.290	1.040
September 2023	1.290	0.990
October 2023	1.050	0.920
November 2023	1.010	0.860
December 2023	0.900	0.690
January 2024	0.790	0.550
February 2024	0.710	0.580
March 2024	0.680	0.560
April 2024	0.700	0.475
May 2024 (up to and including the Latest Practicable Date)	0.93	0.64

**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 5,183,735,902 Shares in the Company, representing approximately 38.40% 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 42.67% 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**

The Company did not buy back any Shares (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

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## APPENDIX II      BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

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

### **MR. ZHANG HUI – EXECUTIVE DIRECTOR AND SENIOR VICE PRESIDENT**

Mr. ZHANG, born in October 1970, has been an executive Director of the Company since October 2023. He joined the Company in 2010 and was the vice president of the Company from January 2010 to July 2014, and has served as the senior vice president of the Company since October 2017. From October 2017 to July 2019, Mr. ZHANG was in charge of the Group's operation and management in the southwest region. He has been in charge of the Group's investment and industrial and urban development since July 2019. Mr. ZHANG has held senior positions in various subsidiaries of the Company, including serving as the secretary of the Party Committee and general manager of China Jin Mao (Group) Co., Ltd. from January 2010 to October 2017, and as the chief executive officer and executive director of Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited (a company delisted from The Stock Exchange of Hong Kong Limited in October 2020, stock code before the delisting: 06139) and Jinmao (China) Investments Manager Limited from March 2014 to October 2017. He has been redesignated as a non-executive director of these companies since October 2017. Mr. ZHANG was the general manager and chairman of Jinmao Xinan Enterprise Management (Chongqing) Limited from November 2018 to June 2022. Mr. ZHANG joined Sinochem Group Co., Ltd. in 2002 and held a number of senior positions including the director and the general manager of Shanghai Orient Terminal Co., Ltd. Before joining Sinochem Group Co., Ltd., he worked at Shanghai Offshore Petroleum Bureau of China Petrochemical Corporation from 1995 to 2002. Mr. ZHANG has over 20 years of experience in large-scale project investment studies, development and construction, operation and management, and has extensive experience in corporate governance of listed companies. Mr. ZHANG graduated from China University of Geosciences (Wuhan) with a bachelor's degree in oil and gas reservoir engineering in June 1995 and obtained an executive master's degree in business administration from China Europe International Business School in September 2008. He obtained the Professional Certificate of Specialty and Technology and was awarded with the title of Senior Economist in December 2011. He was a delegate in the 14th Session of the Shanghai Municipal People's Congress.

The Company has entered into a letter of appointment with Mr. ZHANG. His term of office as a director shall be three years, subject to the provisions regarding the retirement of directors under the articles of association of the Company. Mr. ZHANG is entitled to an annual salary of RMB1,197,000, plus applicable benefits and discretionary bonus. Mr. ZHANG's emoluments are determined by the Board with reference to his duties and responsibilities, individual performance and the results of the Company. Mr. ZHANG will not receive any director's fee for serving as an executive director of the Company.

As at the Latest Practicable Date, Mr. ZHANG held 6,484,000 Shares, and had options for subscription of 2,000,000 Shares. Further, Mr. ZHANG is interested in debentures with a nominal value of US\$1,000,000 as the beneficial owner, representing a portion of US\$500,000,000 4.250% guaranteed senior notes due in 2029 issued by Franshion Brilliant Limited, a wholly-owned subsidiary of the Company on 23 July 2019, which are freely

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## **APPENDIX II      BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION**

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transferable and non-convertible into shares. Mr. ZHANG is also interested in debentures with a nominal value of US\$300,000 as the beneficial owner, representing US\$600,000,000 3.200% guaranteed senior notes due in 2026 issued by Franshion Brilliant Limited, a wholly-owned subsidiary of the Company on 9 April 2021, which are freely transferable and non-convertible into shares. Save as disclosed above, Mr. ZHANG does not have, nor is he deemed to have, any interest or short position in any Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. ZHANG 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. ZHANG 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. ZHANG 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, joined the Company in August 2020 and has been a non-executive Director of the Company since then. He joined Sinochem Group Co., Ltd. in August 1999 and served as the deputy general manager and the general manager of the strategic planning department and the vice president of the agricultural business department. He was the managing director of Sinochem Agriculture Holdings Limited from October 2015 to October 2018. Mr. CHENG was the deputy director of the human resources department of Sinochem Group Co., Ltd. between October 2018 and June 2021, and has been the director of the human resources department of Sinochem Holdings Corporation Ltd since June 2021. Mr. CHENG has been the executive vice president of Sinochem Innovation Management Institute (中化創新管理學院) since December 2018 and concurrently a director of a number of subsidiaries of Sinochem Holdings Corporation Ltd., including Sinochem Capital Co., Ltd. and China Foreign Economy and Trade Trust Co., Ltd. Mr. CHENG has over 20 years of extensive experience in corporate strategy and human resources management. Mr. CHENG obtained a doctoral degree in applied economics from the Graduate School of Chinese Academy of Social Sciences in 1999. Mr. CHENG is a Chinese certified public accountant (CPA) 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.

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## **APPENDIX II      BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION**

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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.

### **MS. CHEN AIHUA – NON-EXECUTIVE DIRECTOR**

Ms. CHEN, born in January 1972, joined the Company in July 2023 and has been a non-executive Director of the Company since then. Ms. CHEN joined Sinochem Group Co., Ltd. in August 1994, and had worked successively in the export department of Sinochem Plastics Co., Ltd., the asset management department and the risk management department of Sinochem International Trading Co., Ltd. and the risk management department of Sinochem Group Co., Ltd.. From January 2008 to March 2018, Ms. CHEN successively served as the deputy general manager of the risk management department, the deputy general manager of the audit department and the deputy director of the audit and compliance department of Sinochem Group Co., Ltd.. She has served as the director of the audit and compliance department of Sinochem Group Co., Ltd. since March 2018 and the director of the audit department of Sinochem Group Co., Ltd. since June 2021. Ms. CHEN has been serving as the chairperson of the board of supervisors of Sinochem International Corporation (a company listed on the Shanghai Stock Exchange, stock code: 600500) since November 2022. Ms. CHEN has been serving as the director of PIRELLI & C. SPA (a company listed on the Borsa Italiana S.p.A, stock code: PIRC.MI) since July 2023. Ms. CHEN concurrently serves as the supervisor of Sinochem Holdings Corporation Ltd., China National Chemical Corporation Ltd. and Sinochem Petroleum Exploration and Production Co., Ltd. and the chairperson of the board of supervisors of Sinochem Corporation, Sinochem Energy Corporation Co., Ltd. and Sinochem Finance Co., Ltd. Ms. CHEN has nearly 30 years of experience in import and export trade, corporate risk management and internal audit. Ms. CHEN obtained a bachelor of engineering degree in polymer materials from Beijing University of Chemical Technology in August 1994.

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

As at the Latest Practicable Date, Ms. CHEN 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, Ms. CHEN 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

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## APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

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relating to Ms. CHEN 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 Ms. CHEN that needs to be brought to the attention of the Shareholders.

### MS. WANG WEI – NON-EXECUTIVE DIRECTOR

Ms. WANG, born in May 1967, joined the Company in November 2023 and has been a non-executive Director of the Company since then. She joined Ping An Life Insurance Company of China, Ltd. in May 2022 as a risk specialist in the investment management team of the investment management center. Ms. WANG consecutively served as the general manager of the asset preservation department, risk management department and credit approval department of Shenzhen Development Bank (renamed and known as Ping An Bank since 2012) Tianjin Branch from April 2002 to March 2017, and then as an assistant to the president of Ping An Bank Jinan Branch from March 2017 to August 2019. She served as an assistant to the president and then the vice president of the energy finance department of Ping An Bank from August 2019 to August 2021, and as the deputy chief risk specialist of the special asset management department of Ping An Bank from August 2021 to May 2022. Ms. WANG has been serving as a non-executive director of China Fortune Land Development Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600340) since January 2023. Prior to joining Ping An Bank, Ms. WANG was a teacher at the School of Economics and Management of Tianjin Vocational Institute from August 1989 to April 2002. Ms. WANG has over 20 years of experience in corporate finance and financial management, risk management in asset, investment and financing. Ms. WANG obtained a degree of Bachelor in Law in July 1989 from China University of Political Science and Law, majoring in economic law. Ms. WANG obtained her Lawyers' Qualification Certificate of the People's Republic of China in September 1995.

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

As at the Latest Practicable Date, Ms. 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, Ms. 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 Ms. 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 Ms. 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 Zijin Mining Group Co., Ltd. (stock code: 02899) since December 2019. Mr. SUEN served as an independent non-executive director of Sino-Ocean Group Holding Limited (stock code: 03377) between December 2015 and June 2023. Mr. SUEN served as an independent director of Inception Growth Acquisition Limited, a company listed on the NASDAQ Global Market (stock code: IGTAU) between December 2021 and March 2023. 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 is 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. 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, an independent non-executive director of Seazen Group Limited (stock code: 01030) since December 2014, and an independent non-executive director of Yunnan Water Investment Co., Limited (stock code: 06839) since November 2020. 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 is 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 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 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 9:00 a.m. on Wednesday, 19 June 2024 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 2023.
2. (A) To re-elect Mr. ZHANG Hui 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 Ms. CHEN Aihua as a non-executive director of the Company;  
(D) To re-elect Ms. WANG Wei as a non-executive director of the Company;  
(E) To re-elect Mr. SUEN Man Tak as an independent non-executive director of the Company;  
(F) To re-elect Mr. ZHONG Wei as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
4. 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.

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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

5. “**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 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 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.”

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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6. “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 5(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).”

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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7. “**THAT:**

conditional upon the passing of Resolutions No. 5 and No. 6, the general mandate granted to the directors of the Company pursuant to Resolution No. 6 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. 5 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**  
**ZHANG Zenggen**  
*Chairman*

Hong Kong, 28 May 2024

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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*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 Friday, 14 June 2024 to Wednesday, 19 June 2024, 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 Thursday, 13 June 2024.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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 28 May 2024, 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.
- (7) With respect to the Ordinary Resolution No. 6, 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.
- (8) 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 7:00 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](http://www.chinajinmao.cn) and the HKExnews website at [www.hkexnews.hk](http://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. ZHANG Zenggen (Chairman), Mr. TAO Tianhai, Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Mr. CHENG Yong, Ms. CHEN Aihua, Mr. AN Hongjun and Ms. WANG Wei as Non-executive Directors; and Mr. SU Xijia, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.*