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Shanghai Jin Jiang Capital Company Limited*

上海錦江資本股份有限公司

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

(Stock Code: 02006)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2019 (the “**AGM**”) of Shanghai Jin Jiang Capital Company Limited (the “**Company**”) will be held at 1:30 p.m. on Friday, 19 June 2020 at Room Haihua, 5/F, Shanghai Hyland, 505 Nanjing Road East, Huangpu District, Shanghai, the PRC for the following purposes:

by way of ordinary resolutions:

1. to consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2019;
2. to consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2019;
3. to consider and approve the audited financial statements and the auditors’ report of the Company and of the Group as at and for the year ended 31 December 2019;
4. to consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2019 and to authorise the Board to distribute such dividend to shareholders of the Company;
5. to consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong Certified Public Accountants as the Company’s international auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the fixing of their remuneration by the audit and risk control committee of the Board;

6. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's PRC auditors to hold office until the conclusion of the next annual general meeting of the Company and to ratify and confirm the fixing of their remuneration by the audit and risk control committee of the Board;

by way of special resolutions:

7. to consider and approve the following:

“THAT:

- (1) there be granted to the Board an unconditional general mandate to issue, allot and deal with additional shares in the share capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20% of the aggregate number of Domestic Shares of the Company in issue; and/or
 - (ii) 20% of the aggregate number of H Shares of the Company in issue,in each case as at the date of passing this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time) and only if all necessary approvals from China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained;

for the purposes of this resolution:

“Domestic Shares” means the domestic invested shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for in Renminbi (**“RMB”**) by PRC investors;

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company at a general meeting; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreements);
 - (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
 - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

8. to consider and approve the resolution of the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

For further details of the proposed amendments to the Articles of Association, please refer to the Company’s announcement dated 27 April 2020 and the circular dated 28 April 2020.

By order of the Board
Shanghai Jin Jiang Capital Company Limited*
Zhang Jue
Joint Company Secretary

Shanghai, the PRC, 28 April 2020

Notes:

- (A) Important: You should first review the annual report of the Company for the year 2019 before appointing a proxy. The annual report of the Company for the year 2019 will include the report of the Board for the year 2019, the report of the Supervisory Committee for the year 2019 and the financial statements for the year 2019. The annual report of the Company for the year 2019 will be despatched to the shareholders of the Company to their addresses as shown in the register of members of the Company (the “**Register of Members**”).

For the purpose of holding the AGM, the Register of Members will be closed from Wednesday, 20 May 2020 to Friday, 19 June 2020 (both dates inclusive), during which period no share transfers will be registered. Shareholders of the Company whose names appear on the Register of Members on Friday, 19 June 2020 are entitled to attend and vote at the AGM.

In order to attend the AGM, holders of the Company’s H Shares shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H share registrar and transfer office, not later than 4:30 p.m. on Tuesday, 19 May 2020.

The Board has recommended a final dividend of RMB6.2 cents per share (inclusive of tax) for the year ended 31 December 2019 and, if the relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, the Register of Members will be closed from Thursday, 25 June 2020 to Tuesday, 30 June 2020 (both dates inclusive), during which period no share transfers will be registered. The dividend is expected to be paid no later than 7 August 2020 to those shareholders of the Company whose names appear on the Register of Members on Tuesday, 30 June 2020.

In order to qualify for the final dividend, holders of the Company’s H Shares shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company’s H share registrar and transfer office, not later than 4:30 p.m. on Wednesday, 24 June 2020.

The address of Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (hereinafter collectively referred to as the “CIT Law”) which took effect on 1 January 2008 and the Notice on Issues relating to the Recognition of Overseas Registered PRC-invested Enterprises as Resident Enterprises based on Actual Management Organisation Standards issued by the State Administration of Taxation on 22 April 2009, the tax rate of the corporate income tax applicable to the income derived from the PRC of a non-resident enterprise is 10%. For this purpose, any H shares registered under the name of a non-individual enterprise, including those registered under the name of HKSCC Nominees Limited, other nominees or trustees such as securities firms and banks, or other organizations or entities, shall be deemed as shares held by non-resident enterprise shareholders (as defined under the CIT Law). The Company will distribute the final dividend to the non-resident enterprise shareholders subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf.

Any resident enterprise (as defined under the CIT Law) which has been legally incorporated in the PRC or which has established de facto administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the Company’s H share Register of Members on Tuesday, 30 June 2020 must deliver an legal opinion issued by a lawyer qualified to practice in the PRC (and endorsed with the law firm’s chop) and relevant document(s) certifying that it is a resident enterprise to Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on Wednesday, 24 June 2020, if they do not wish to have the 10% corporate income tax withheld and paid on their behalf by the Company.

The 10% corporate income tax will not be withheld from the final dividend payable to any natural person shareholders whose names appear on the H share Register of Members of the Company on Tuesday, 30 June 2020. Any natural person investor whose H shares are registered under the name of a non-individual shareholder and who does not wish to have any corporate income tax to be withheld by the Company may consider transferring the legal title of the relevant H Shares into his or her name and duly lodge all transfer documents with the relevant H share certificates with the Company’s H share registrar and transfer office for registration on or before 4:30 p.m. on Wednesday, 24 June 2020.

The Company will not take any responsibility arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding and no action will be taken in this regard.

- (B) As at the date of this notice, the shares of the Company in issue comprises 4,174,500,000 Domestic Shares and 1,391,500,000 H Shares. Subject to the approval for resolution No. 7 on the general mandate to issue shares and on the basis that no further shares will be issued prior to the AGM, the Company may issue up to 834,900,000 Domestic Shares and 278,300,000 H Shares.

- (C) Holders of Domestic Shares or H Shares of the Company, who intend to attend the AGM, must complete the reply slips and return them to the Office of the Board of the Company not later than 20 days before the date of the AGM, i.e. not later than Friday, 29 May 2020.

Details of the Office of the Board of Directors are as follows:

26/F., Union Building
No. 100 Yan'an East Road
Shanghai
the People's Republic of China
Post code: 200002
Tel: (86 21) 6326 4000
Fax: (86 21) 6323 8221

- (D) Each holder of H Shares of the Company who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM.
- (E) A proxy must be appointed by a shareholder in writing and the instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of the shareholder being a corporation, must be either executed under its common seal or under the hand of its directors(s) or attorney(s) duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other authorisation documents, must be notarised.
- (F) For holders of H Shares of the Company, the form of proxy and, if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the AGM (i.e. no later than Thursday, 18 June 2020 at 1:30 p.m.) or any adjournment thereof in order for such documents to be valid.
- (G) Each holder of Domestic Shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. Notes (D) to (F) also apply to holders of Domestic Shares of the Company, except that the form of proxy or other documents of authority must be delivered to the Office of the Board of the Company, the address of which is set out in Note (C) above, not later than 24 hours before the time appointed for holding the AGM (i.e. no later than Thursday, 18 June 2020 at 1:30 p.m.) or any adjournment thereof in order for such documents to be valid.
- (H) If a proxy attends the AGM on behalf of a shareholder, he should produce his identity card and the form of proxy signed by the shareholder or his legal representative or his duly authorised attorney, specifying the date of its issuance. If a corporate shareholder appoints its corporate representative to attend the AGM, such representative should produce his identity card and the notarised copy of the resolution passed by the board of directors or other authorities of such corporate shareholder.
- (I) In accordance with the requirements of Rule 13.39(4) of the Listing Rules, all votes of the shareholders to be taken at a general meeting shall be taken by poll. Therefore, in accordance with Article 8.18 of the Articles of Association, the chairman of the AGM will demand a poll for all resolutions to be voted on as set out in this notice of AGM.

On a poll taken at the meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.

- (J) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

As at the date of this notice, the executive directors of the Company are Mr. Yu Minliang, Ms. Guo Lijuan, 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 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**”.*