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Shanghai Jin Jiang International Hotels (Group) Company Limited*
上海錦江國際酒店(集團)股份有限公司

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

(Stock Code: 02006)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "**Company**") will be held at Tomson Hall, InterContinental Pudong Shanghai, No. 777 Zhang Yang Road, Shanghai, the People's Republic of China at 10 a.m., or immediately after the conclusion of the extraordinary general meeting of the Company held earlier on the same date on Monday, 15 November 2010 or any adjournment thereof, for the following purposes, and unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 30 September 2010 (the "**Circular**");

ORDINARY RESOLUTION

1. (a) To consider and approve the Acquisitions under the Share Transfer Agreement, details of which are set out in the Circular;
- (b) To consider and approve granting to the Board an authorization to do all such acts and things, to sign and execute all such further documents and to take such steps as the Board may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisitions and all other matters incidental thereto;
- (c) To consider and approve granting to the Board an authorization to further authorize any Executive Director to exercise the authorization granted to the Board in resolution number 1(b) above, unless otherwise prescribed by relevant laws and regulations; and
- (d) This resolution number 1 shall be valid for a period of 12 months after the date of passing of this resolution and resolution number 1 set out in the notice of the extraordinary general meeting of the Company dated 30 September 2010.

SPECIAL RESOLUTION

2. (a) Subject to the passing of resolution number 1 above, to consider and approve granting to the Directors an authorization to allot and issue 1,001,000,000 new Domestic Shares of the Company at a price of HK\$2.2 each to Jin Jiang International (the “Special Mandate”) as settlement of part of the consideration for the Acquisitions upon and subject to the satisfaction of all the Condition Precedents. The Special Mandate is in addition to, and shall not prejudice nor revoke any existing general mandate granted to the Directors by the shareholders of the Company or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (b) This resolution number 2 shall be valid for a period of 12 months after the date of passing of this resolution and resolution number 2 set out in the notice of the extraordinary general meeting of the Company dated 30 September 2010.

By order of the board of directors
Shanghai Jin Jiang International Hotels (Group) Company Limited
Kang Ming
Executive Director and Joint Company Secretary

Shanghai, the PRC, 30 September 2010

Notes:

- (A) For the purpose of holding the H Shareholders’ Class Meeting, the Register of Members will be closed from Saturday, 16 October 2010 to Sunday, 14 November 2010 (both dates inclusive), during which period no share transfers will be registered. Shareholders of the Company whose names appear on the Register of Members at the close of business on Sunday, 14 November 2010 are entitled to attend and vote at the H Shareholders’ Class Meeting.

In order to attend the H Shareholders’ Class Meeting, holders of the H Shares of the Company shall lodge all transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company’s H shares registrar, not later than 4: 30 p.m. on Friday, 15 October 2010. 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

- (B) Holders of the H Shares of the Company, who intend to attend the H Shareholders’ Class Meeting, must complete the reply slips and return them to the Joint Company Secretarial Office of the Company not later than 20 days before the date of the H Shareholders’ Class Meeting, i.e. no later than Tuesday, 26 October 2010.

Details of the Joint Company Secretarial Office of the Company are as follows:

26th Floor, 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

- (C) Each holder of the H Shares of the Company who has the right to attend and vote at the H Shareholders' Class Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the H Shareholders' Class Meeting.
- (D) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its directors(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other authorisation documents, must be notarised.
- (E) To be valid, for holders of the 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Shareholders' Class Meeting or any adjournment thereof in order for such documents to be valid.
- (F) If a proxy attends the H Shareholders' Class Meeting 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, and specify the date of its issuance. If a corporate shareholder appoints its corporate representative to attend the H Shareholders' Class Meeting, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities of such corporate shareholder.
- (G) 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, according to Articles 8.18 of the articles of association of the Company, a poll will be demanded by the chairman of the H Shareholders' Class Meeting so that all resolutions set out in this notice of H Shareholders' Class Meeting will be decided on a poll.

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

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

As at the date of this announcement, the executive directors are Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, Mr. Xu Zurong, Mr. Han Min and Mr. Kang Ming, the non-executive director is Mr. Shen Maoxing, and the independent non-executive directors are Mr. Ji Gang, Mr. Xia Dawei, Mr. Sun Dajian, Dr. Rui Mingjie, Mr. Yang Menghua, Dr. Tu Qiyu, Mr. Shen Chengxiang and Mr. Lee Chung Bo.

* *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Shanghai Jin Jiang International Hotels (Group) Company Limited".*