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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for the year 2011 (the "AGM") of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "Company") will be held at 9:00 a.m. on Friday, 15 June 2012 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the People's Republic of China (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 2011;
2. to consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2011;
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 2011;
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 2011 and to authorise the Board to distribute such dividend to its shareholders;
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 determination of its remuneration by the audit committee of the Board;
6. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company 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 determination of its remuneration by the audit committee of the Board;
7. to consider and approve the extension of term of the second session of the Board of the Company till the completion of transition by 31 October 2012; and

8. to consider and approve the extension of term of the second session of the Supervisory Committee of the Company till the completion of transition by 31 October 2012;

by way of a special resolution:

9. 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 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 nominal amount 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 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or

- (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,

in each case as at the date of 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 are obtained;

For the purposes of this resolution:

“Domestic Shares” means domestic invested shares in the share capital of the Company with 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 in 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.”; and

other business(es):

10. to consider and approve proposals (if any) put forward at such meeting by any shareholder(s) of the Company holding five (5) per cent or more of the Company’s shares carrying the right to vote at such meeting.

By order of the Board of  
**Shanghai Jin Jiang International Hotels (Group) Company Limited**  
**Kang Ming**  
*Executive Director & Joint Company Secretary*

Shanghai, the PRC, 30 April 2012

*Notes:*

- (A) Important: You should first review the annual report of the Company for the year 2011 before appointing a proxy. The annual report of the Company for the year 2011 will include the report of the Directors for the year 2011, the report of the Supervisory Committee for the year 2011 and the financial statements for the year 2011. The annual report of the Company for the year 2011 is expected to be despatched to the shareholders of the Company on or before 30 April 2012 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, 16 May 2012 to Friday, 15 June 2012 (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 Thursday, 14 June 2012 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 to Computershare Hong Kong Investor Services Limited, the Company’s H shares registrar, not later than 4:30 p.m. on Tuesday, 15 May 2012.

The Board has recommended a final dividend of RMB4 cents per share (inclusive of tax) for the year ended 31 December 2011 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 Friday, 22 June 2012 to Tuesday, 26 June 2012 (both dates inclusive), during which period no share transfers will be registered. The dividend is expected to be paid within two months after the AGM to those shareholders of the Company whose names appear on the Register of Members on Tuesday, 26 June 2012.

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 to Computershare Hong Kong Investor Services Limited, the Company’s H shares registrar, not later than 4:30 p.m. on Thursday, 21 June 2012.

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

Room 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen’s Road East  
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 of non-resident enterprise deriving from PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees such as securities firms and banks, etc, 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 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 effective administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the Company’s H share register on 26 June 2012 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 no later than 4:30 p.m. on Thursday, 21 June 2012, 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 26 June 2012. Any natural person investor whose H shares are registered under the name of non-individual shareholders 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 for registration on or before 4:30 p.m. on Thursday, 21 June 2012.

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 on this regard.

- (B) In respect of resolutions No.7 and No.8, the term of the second session of the Board and the Supervisory Committee shall expire on the day when the AGM of the Company was convened. In accordance with the structure of the Group after business integration and the needs of future development, the nomination of the candidates of directors and supervisors for the new session of the Board and the Supervisory Committee is still in process. Therefore, it is proposed that the transition to the third session of the Board and the Supervisory Committee of the Company will be postponed and will be completed before 31 October 2012, and the term of the Board committees and management of the Company will be extended correspondingly.
- (C) As at the date of this announcement, the issued share capital of the Company comprises of 4,174,500,000 Domestic Shares and 1,391,500,000 H Shares. Upon the approval of resolution No.9 on the general mandate to issue shares and on the basis that no shares will be further issued prior to convening the AGM, the Company may issue up to 834,900,000 Domestic Shares and 278,300,000 H Shares.
- (D) 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 Joint Company Secretarial Office of the Company not later than 20 days before the date of the AGM, i.e. no later than Friday, 25 May 2012.

Details of the Joint Company Secretarial Office of the Company 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

- (E) 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.
- (F) 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 authorising that attorney to sign, or other authorisation documents, must be notarised.
- (G) To be valid, for holders of H Shares, 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 AGM or any adjournment thereof in order for such documents to be valid.
- (H) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM. Notes (E) to (G) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the Joint Company Secretarial Office of the Company, the address of which is set out in Note (D) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.

- (I) 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, and specifying the date of its issuance. If a corporate shareholder appoints its corporate representative to attend the AGM, 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.
- (J) 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 Article 8.18 of the articles of association of the Company, a poll will be demanded by the chairman of the AGM so that all resolutions set out in this notice of AGM 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.

- (K) 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 announcement, the executive directors are Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, 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".*