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

**(Stock Code: 02006)**

**(1) POLL RESULTS OF THE 2014 ANNUAL GENERAL MEETING**

**(2) PAYMENT OF FINAL DIVIDEND FOR THE YEAR ENDED**

**31 DECEMBER 2014**

**(3) APPOINTMENT OF VICE CHAIRMAN OF THE THIRD SESSION OF  
THE BOARD AND MEMBER OF THE THIRD SESSION  
OF BOARD COMMITTEES**

**(4) PROPOSED CHANGE OF DIRECTOR**

The Board announces that:

- (1) All the resolutions set out in the notice of AGM were duly passed at the AGM held on Wednesday, 17 June 2015.
- (2) Ms. Guo Lijuan (being an executive director) was appointed as the vice chairman of the third session of the Board, the member and chairman of the strategic investment committee and the member of the remuneration committee under the third session of the Board.
- (3) Because Mr. Yang Yuanping has attained retirement age, he ceased to be an executive director of the Company. Mr. Chen Liming has been nominated as a director of the Company. The appointment of Mr. Chen Liming as a director is subject to the approval at the general meeting of the Company. Such appointment is to fill the vacancy arising from the retirement of Mr. Yang Yuanping as a director.

**(1) POLL RESULTS OF THE 2014 ANNUAL GENERAL MEETING**

The board of directors (the "Board") of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "Company") is pleased to announce that the following resolutions were passed at the annual general meeting (the "AGM") of the Company held at 9:00 a.m. on Wednesday, 17 June 2015 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the People's Republic of China (the "PRC"). Shareholders or their proxies holding an aggregate of 4,582,362,610 shares with voting rights in the Company, representing approximately 82.33% of the total number of issued shares of the Company as at the date of the AGM, attended the AGM.

As at the date of the AGM, the number of issued shares of the Company was 5,566,000,000 shares, which was the total number of shares entitling shareholders to attend and vote on all the resolutions proposed at the AGM. There were no shares entitling the shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchanges of Hong Kong Limited (the “Listing Rules”). No shareholder was required to abstain from voting on any of the proposed resolutions at the AGM.

The AGM was chaired by Mr. Yu Minliang, the chairman and an executive director of the Company. After due consideration, the following resolutions were passed at the AGM by way of poll by shareholders or their proxies, details of which are as follows:

Summary of Resolutions (abridged)		Number of Votes (approximate %)		
		For	Against	Abstain
1.	To approve the report of the Board for the year ended 31 December 2014;	4,582,362,610 100.00%	0 0.00%	0 0.00%
2.	To approve the report of the supervisory committee of the Company (the “Supervisory Committee”) for the year ended 31 December 2014;	4,582,362,610 100.00%	0 0.00%	0 0.00%
3.	To 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 2014;	4,582,362,610 100.00%	0 0.00%	0 0.00%
4.	To approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2014 and to authorise the Board to distribute such dividend to shareholders of the Company;	4,582,362,610 100.00%	0 0.00%	0 0.00%
5.	To 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;	4,581,834,386 99.99%	528,224 0.01%	0 0.00%
6.	To 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 determination of its remuneration by the audit committee of the Board;	4,581,834,386 99.99%	528,224 0.01%	0 0.00%
7.	To approve the appointment of Ms. Guo Lijuan as a director of the Company;	4,580,380,610 99.96%	1,982,000 0.04%	0 0.0%

Summary of Resolutions (abridged)		Number of Votes (approximate %)		
		For	Against	Abstain
<b>Ordinary Resolutions</b>				
8.	To approve the extension of term of the third session of the Board of the Company till the completion of transition by 30 September 2015;	4,565,380,572 99.63%	16,962,238 0.37%	0 0.00%
9.	To approve the extension of term of the third session of the Supervisory Committee of the Company till the completion of transition by 30 September 2015;	4,565,380,572 99.63%	16,962,238 0.37%	0 0.00%
<b>Special Resolution</b>				
10.	To approve the granting of an unconditional general mandate to the Board to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, details of which are set out in the notice of the AGM dated 30 April 2015.	4,468,723,045 97.52%	113,639,565 2.48%	0 0.00%

Please refer to the notice of the AGM for the full version of the above resolutions.

As more than half of the votes were cast in favour of each of resolutions 1 to 9 and more than two-thirds in favour of resolution 10, all resolutions were duly passed as ordinary resolutions and special resolution, respectively.

In accordance with the Listing Rules, Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, was appointed as the scrutineer at the AGM.

## (2) FURTHER INFORMATION ON THE PAYMENT OF THE 2014 FINAL DIVIDEND

The proposed final dividend of RMB5.0 cents per share (inclusive of tax) for the year ended 31 December 2014 has been approved by the shareholders of the Company at the AGM. The register of members of the Company will be closed from Wednesday, 24 June 2015 to Monday, 29 June 2015 (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 of the Company on Monday, 29 June 2015.

The final dividend payable to holders of H shares of the Company shall be converted to and paid in Hong Kong dollars based on the average of the closing benchmark exchange rates of Hong Kong dollars against Renminbi announced by the People's Bank of China for the week immediately before the date of the AGM at which the dividend was declared, namely HK\$1.00 to RMB0.788888. Based on the above exchange rate, the amount of final dividend is payable of HK\$0.06338 per H share.

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. 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.

### **(3) APPOINTMENT OF VICE CHAIRMAN OF THE THIRD SESSION OF THE BOARD AND MEMBER OF THE THIRD SESSION OF BOARD COMMITTEES**

The Board is pleased to announce that at the Board meeting held immediately following the AGM, it was unanimously approved by the Board that Ms. Guo Lijuan (“Ms. Guo”) (being an executive director) was appointed as the vice chairman of the third session of the Board, the member and chairman of the strategic investment committee and the member of the remuneration committee under the third session of the Board.

Ms. Guo has been appointed for a term which is the same as the term of the third session of the Board, and Ms. Guo will not receive any director’s fee.

Detailed biography of Ms. Guo was set out in the circular of the Company dated 30 April 2015.

### **(4) PROPOSED CHANGE OF DIRECTOR**

The Board announces that because Mr. Yang Yuanping (“Mr. Yang”) has attained retirement age, he ceased to be an executive director of the Company. Mr. Yang confirms that there is no disagreement between him and the Board, and there is no matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yang for his contributions to the Company during his term of office.

The Board further announces that Mr. Chen Liming (“Mr. Chen”) has been nominated as a director of the Company. The appointment of Mr. Chen as a director is subject to the approval at the general meeting of the Company. Such appointment is to fill the vacancy arising from the retirement of Mr. Yang as a director.

The biographical details of Mr. Chen are as follows:

**Mr. Chen Liming (陳禮明)**, aged 54, has been nominated as a director of the Company. Mr. Chen obtained a master’s degree in business administration and he is an economist. Mr. Chen was the general manager of Holland Shanghai City Restaurant Co., Ltd. (荷蘭上海城酒家有限公司), the deputy general manager of Shanghai Sofitel Hyland Hotel (上海

海侖賓館), the executive manager of Shanghai New Asia (Group) Co., Ltd. (上海新亞(集團)股份有限公司), the secretary general and the vice president of the executive committee of the board of directors of Jin Jiang International Holdings Company Limited (錦江國際(集團)有限公司). He is currently the vice president of Jin Jiang International Holdings Company Limited (錦江國際(集團)有限公司).

Save as disclosed above, Mr. Chen confirms for himself that: (i) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment and professional qualification; and (ii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There are no other matters in relation to the proposed appointment of Mr. Chen that need to be brought to the attention of the shareholders, nor is there other information in relation to the proposed appointment of Mr. Chen that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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

Shanghai, the PRC, 17 June 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Minliang, Ms. Guo Lijuan, Ms. Chen Wenjun, Mr. Shao Xiaoming, Mr. Han Min and Mr. Kang Ming, and the independent non-executive directors of the Company are Mr. Ji Gang, Dr. Rui Mingjie, Mr. Yang Menghua, Mr. Sun Dajian, Dr. Tu Qiyu and Mr. Shen Chengxiang.*

\* *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 International Hotels (Group) Company Limited”.*