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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In accordance with the requirements of the “Guiding Opinion of the Central Committee of the Communist Party of China and the State Council on Intensifying Reforms of State-owned Enterprises” (《中共中央國務院關於深化國有企業改革的指導意見》) and “Certain Opinions of the General Office of the Central Committee of the Communist Party of China on Persisting in the Leadership of the Party and Enhancing Party Development in the Intensification of Reforms of State-owned Enterprises” (《中共中央辦公廳關於在深化國有企業改革中堅持黨的領導加強黨的建設的若干意見》), etc., the general requirements for the development of the Communist Party of China (“CPC”) should be incorporated into the constitutional documents of state-owned enterprises. The board of directors (the “**Board**”) of Shanghai Jin Jiang International Hotels (Group) Company Limited (the “**Company**”) has proposed to amend the relevant clauses in the articles of association of the Company (the “**Articles of Association**”) as it deems prudent, fit and necessary, taking into account the actual conditions of the Company. For details of the amendments to the Articles of Association, please refer to the appendix to this announcement.

The Board is of the view that the proposed amendments to the Articles of Association are in the interest of the Company and its shareholders.

The proposed amendments to the Articles of Association are subject to consideration and approval by way of special resolution by the shareholders of the Company at the 2017 annual general meeting and the completion of pertinent procedures of the People's Republic of China (the "PRC") relating to approval, registration or filing. Details of the aforesaid resolution are set out in the notice of annual general meeting to be dispatched to shareholders of the Company in due course.

By Order of the Board  
**Shanghai Jin Jiang International Hotels (Group) Company Limited\***  
**Zhang Qian**  
*Executive Director and Chief Executive Officer*

Shanghai, the PRC, 26 April 2018

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Minliang, Ms. Guo Lijuan, Mr. Chen Liming, Mr. Zhang Qian and Mr. Han Min, and the independent non-executive directors of the Company are Mr. Ji Gang, Dr. Rui Mingjie, Dr. Tu Qiyu, Dr. Xu Jianxin, Mr. Xie Hongbing and Dr. He Jianmin.*

\* *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".*

## APPENDIX

Details of the proposed amendments to the Articles of Association\*\* are set out as follows:

<b>Article to be amended</b>	<b>Terms of the original article</b>	<b>Terms of the amended article</b>
Article 1.12	—	<p>In accordance with the “Constitution of the Communist Party of China”, a Communist Party of China (“CPC”) Committee and a CPC Disciplinary Inspection Committee shall be set up at the Company to conduct CPC activities.</p> <p>The CPC organisation shall be an organic component of the Company’s corporate governance structure. The CPC Committee shall focus its work on the production and operations of the enterprise to play a leadership role by steering the Company in the right direction, providing oversight and ensuring implementation; the Company shall establish a CPC working organisation equipped with adequate personnel for CPC work and shall ensure the provision of operating funds for the CPC organisation.</p>
Article 10.3 Paragraph I	The board of directors shall be accountable to the general meeting and shall exercise the following functions and powers:	The board of directors shall be accountable to the general meeting, consult the CPC Committee prior to making any decision on significant matters of the Company, and exercise the following functions and powers:
Chapter 19	Trade Union Organisation and Party Organisation	CPC Organisation and Trade Union Organisation

Article to be amended	Terms of the original article	Terms of the amended article
Article 19.1	<p>Workers of the Company shall have the right to organise trade union, conduct trade union activities and safeguard the legal interests of workers in accordance with the PRC Trade Union Law. The Company shall provide conditions which are prerequisite for the activities of the trade union of the Company. The trade union shall represent the workers in entering into a collective contract with the Company in respect of labour emoluments, working hours, benefits, insurance and labour safety and health in accordance with the law.</p> <p>The Company shall practise democratic management through worker representatives' meetings or other means in accordance with the constitution and the provisions of the relevant laws.</p> <p>The Company shall listen to the opinions of the trade union of the Company, and listen to the opinions and recommendations of the workers through worker representatives' meetings or other means when the Company is studying major issues of conversion and operations, as well as formulating important regulations and systems.</p>	<p>The Company shall persist in and enhance the full-scale leadership of the CPC, persisting in the governance of CPC by CPC and stringent CPC discipline in all aspects.</p> <p>The Company shall institute a CPC Committee secretary and certain number of CPC Committee members. A dedicated deputy secretary responsible for CPC development at the Company shall also be instituted, and the CPC Disciplinary Inspection Committee shall be instituted in accordance with relevant regulations; members of the CPC Committee complying with relevant conditions shall join the board of directors, the supervisory committee and the management through statutory procedures; CPC members sitting on the board of directors or the supervisory committee or in the management who comply with relevant conditions shall join the CPC Committee in accordance with relevant regulations and procedures.</p>

<b>Article to be amended</b>	<b>Terms of the original article</b>	<b>Terms of the amended article</b>
Article 19.2	The Company shall establish an organisation of the Chinese Communist Party and conduct party activities in accordance with the provisions of the constitution of the Chinese Communist Party. The Company shall provide conditions which are prerequisite for the activities of the party organisation of the Company.	<p>The CPC Committee shall exercise the following duties and powers:</p> <p>(I) To ensure thorough implementation of the directional policies of the CPC and the State at the enterprise and to implement important work plans of senior CPC organisations.</p> <p>(II) To persist in the combination of the principle of CPC governance over officers on one hand and the selection of managers by the board of directors in accordance with the law and the power of the managers to deploy personnel in accordance with the law on the other. The CPC Committee shall be engaged in deliberations and furnish its views or recommendations on candidates nominated by the board of directors or chief executive officer, or recommend to the board of directors or chief executive officer candidates for nomination; and shall examine such candidates in association with the board of directors and furnish its views and recommendations upon collective research.</p> <p>(III) To take part in the decision of significant matters of the enterprise, study and discuss the stability of the Company's reform and development, significant operational and management issues and significant issues involving staff interests of immediate concern, and to furnish its views and recommendations.</p>

**Article to be amended**      **Terms of the original article**

**Terms of the amended article**

- (IV) To undertake responsibility for implementing stringent CPC discipline in all aspects, providing leadership over the Company's ideological and political work, work relating to the united front, development of spiritual civilisation, corporate culture development and work relating to unions and groups such as the trade union and the CPC Youth League, and supporting the work of worker representatives' meetings.
- (V) To lead in the development of corruption-free CPC practices and support the CPC Disciplinary Inspection Committee in the performance of supervisory and disciplinary enforcement duties.
- (VI) To deal with other significant issues that should be deliberated and determined by the CPC organisation.

**Article to be amended**    **Terms of the original article**

**Terms of the amended article**

Article 19.3    Originally Article 19.1

Workers of the Company shall have the right to organise trade union, conduct trade union activities and safeguard the legal interests of workers in accordance with the PRC Trade Union Law. The Company shall provide conditions which are prerequisite for the activities of the trade union of the Company. The trade union shall represent the workers in entering into a collective contract with the Company in respect of labour emoluments, working hours, benefits, insurance and labour safety and health in accordance with the law.

The Company shall practise democratic management through worker representatives' meetings or other means in accordance with the constitution and the provisions of the relevant laws.

The Company shall listen to the opinions of the trade union of the Company, and listen to the opinions and recommendations of the workers through worker representatives' meetings or other means when the Company is studying major issues of conversion and operations, as well as formulating important regulations and systems.

Article 19.4    —

The Company shall establish an organisation of the CPC Youth League and conduct league activities in accordance with the provisions of the Constitution of the Chinese Communist Party Youth League.

New clauses have been added to the Articles of Association and the relevant chapters and clauses have been renumbered accordingly. The numberings of other clauses cited in the relevant clauses have also been adjusted accordingly.

*\*\* The Articles of Association and its amendments are written in Chinese and there is no official English version. Any English translation is for reference only. In case of any discrepancy, the Chinese version shall prevail.*