
NOTICE OF ANNUAL GENERAL MEETING



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: 2006)

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2006 (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 2007 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South) Shanghai, the PRC (Postcode: 200020) 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 (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2006;
2. to consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2006;
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 2006;
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 2006 and to authorise the Board to distribute such dividend to its shareholders;
5. to consider and approve the appointment of PricewaterhouseCoopers, Hong Kong Certified Public Accountants, and Deloitte Touche Tohmatsu CPA Ltd. as the Company's international and PRC auditors, respectively, to hold office until the conclusion of the following annual general meeting of the Company, and to ratify the determination of their respective remuneration by the audit committee of the Board;

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by way of a special resolution:

6. to consider and, if thought fit, 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 of 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 (as the same may be amended from time to time) and only if all necessary approvals from the 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

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- (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 agreement);
- (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):

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

By order of the board of directors of
Shanghai Jin Jiang International Hotels (Group) Company Limited
Kang Ming Yuen Chin Yau
Joint Company Secretaries

Shanghai, the PRC
30 April 2007

Notes:

- (A) Important: You should first review the annual report of the Company for the year 2006 before appointing a proxy. The annual report of the Company for the year 2006 will include the Report of the Directors for the year 2006, the Report of the Supervisory Committee for the year 2006 and the Financial Statements for the year 2006, for review by the shareholders of the Company. The annual report of the Company for the year 2006 is expected to be despatched to shareholders on or before 30 April 2007 to their addresses as shown in the register of members of the Company (the “Register of Members”).

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The Board has recommended a final dividend (inclusive of tax, where applicable) for the year ended 31 December 2006 of RMB2.6 cents per share and, if such relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, it is expected to be paid on or about Friday, 29 June 2007 to those shareholders of the Company whose names appear on the Register of Members on Wednesday, 16 May 2007.

For the purpose of holding the AGM, the Register of Members will be closed from Wednesday, 16 May 2007 to Thursday, 14 June 2007 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders of the Company whose names appear on the Register of Members at the close of business on Wednesday, 16 May 2007 are entitled to attend and vote at the AGM.

In order to attend the AGM and 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 4:00 p.m. on Tuesday, 15 May 2007.

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

- (B) 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 Saturday, 26 May 2007.

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

6th Floor
No. 51, Guangdong Road
Shanghai
the People's Republic of China
200002

Tel: (86 21) 6326 4000

Fax: (86 21) 6321 7836

- (C) 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. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney 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 documents of authorisation, must be notarially certified.

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- (E) 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 Rooms 1806–8, 18th 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.
- (F) 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 (C) to (E) 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 (B) 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.
- (G) 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 legal person 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 or other authorities.
- (H) Pursuant to Articles 8.18 to 8.20 of the articles of association of the Company, at the AGM, a resolution shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:
- (1) by the chairman of the meeting;
 - (2) by at least two shareholders entitled to vote present in person or by proxy;
 - (3) by one or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman of the meeting as to whether a resolution has been passed on a show of hands and an entry to that effect into the minutes of the meeting shall be conclusive evidence of the fact without requiring proof of the number or proportion of votes cast in favour of or against such resolution.

The demand for a poll may be withdrawn by the person who makes such demand. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. 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.

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

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As at the date of this notice, the executive Directors are Mr. Yu Minliang, Ms. Chen Wenjun, Mr. Yang Weimin, Mr. Chen Hao, Mr. Yuan Gongyao, 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, Mr. Rui Mingjie, Mr. Yang Menghua, Mr. Tu Qiyu, Mr. Shen Chengxiang and Mr. Lee Chung Bo.

* *The Company is registered as an oversea 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”.*