

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2008 (the "AGM") of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "Company") will be held at 9:00 a.m. on Tuesday, 16 June 2009 at Jin Jiang Grand Hall, Jin Jiang Hotel, 59 Maoming Road (South), Shanghai, the People's Republic of China (the "PRC") (Post code: 200020) 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 2008;
2. To consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2008;
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 2008;
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 2008 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, and Deloitte Touche Tohmatsu CPA Ltd. as the Company's international and PRC auditors, respectively, to hold their respective office until the conclusion of the next annual general meeting of the Company, and to ratify and confirm their respective remuneration fixed by the audit committee of the Board;

6. To consider and approve the appointments of the following candidates as the Directors of the second session of the Board, for a term commencing from the date of passing this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2012:
 - (i) Mr. Yu Minliang
 - (ii) Mr. Shen Maoxing
 - (iii) Ms. Chen Wenjun
 - (iv) Mr. Yang Weimin
 - (v) Mr. Chen Hao
 - (vi) Mr. Yuan Gongyao
 - (vii) Mr. Xu Zurong
 - (viii) Mr. Han Min
 - (ix) Mr. Kang Ming
 - (x) Mr. Ji Gang
 - (xi) Mr. Xia Dawei
 - (xii) Mr. Sun Dajian
 - (xiii) Dr. Rui Mingjie
 - (xiv) Mr. Yang Menghua
 - (xv) Dr. Tu Qiyu
 - (xvi) Mr. Shen Chengxiang
 - (xvii) Mr. Lee Chung Bo;
7. To consider and authorise the Board to determine the remuneration of the Directors of the second session of the Board;
8. To consider and approve the appointments of the following candidates as the supervisors of the second session of the Supervisory Committee, for a term commencing from the date of passing this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2012:
 - (i) Ms. Jiang Ping
 - (ii) Mr. Zhou Qiquan
 - (iii) Mr. Wang Guoxing
 - (iv) Mr. Ma Mingju;
9. To consider and authorise the Board to determine the remuneration of the Supervisors of the second session of the Supervisory Committee;

by way of special resolutions:

10. 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 and 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 (“Listing Rules”) (as the same may be 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 underwriting agreements (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;
 - (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
11. To consider and approve the proposed amendments to the Articles of Association of the Company (details of which are set out in Appendix I to the circular dispatched to Shareholders of the Company on 30 April 2009) and any Director or Joint Company Secretary of the Company be authorized to do all such acts as he deems fit to effect the amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the PRC and Hong Kong and the Listing Rules; and

Note: The text of the Articles of Association is written in Chinese and there is no official English translation. Therefore, the English translation is for reference only. The Chinese text shall prevail over the English text in case of inconsistency.

Other business(es):

12. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) of the Company holding 5% 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
Joint Company Secretary

Shanghai, the PRC
30 April 2009

Notes:

- (A) Important: You should first review the annual report of the Company for the year 2008 before appointing a proxy. The annual report of the Company for the year 2008 will include the Report of the Directors for the year 2008, the Report of the Supervisory Committee for the year 2008 and the financial statements for the year 2008. The annual report of the Company for the year 2008 is expected to be despatched to the shareholders on or before 30 April 2009 to their addresses as shown in the register of members of the Company (the "Register of Members").

The Board has recommended a final dividend of RMB2.1 cents per share (inclusive of tax, where applicable) for the year ended 31 December 2008 and, if the relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, the proposed dividend is expected to be paid on or before Tuesday, 30 June 2009 to those shareholders of the Company whose names appear on the Register of Members on Monday, 15 June 2009.

For the purpose of holding the AGM, the Register of Members will be closed from Sunday, 17 May 2009 to Monday, 15 June 2009 (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 Monday, 15 June 2009 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, on or before 4:30 p.m. on Friday, 15 May 2009.

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

Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

Pursuant to the Corporate Income Tax Law of PRC and its implementing regulations (hereinafter collectively referred to as the "CIT Law") which took effect on 1 January 2008, 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 Hong Kong Securities Clearing Company Nominees Limited, other nominees or trustees, 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 15 June 2009 must deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the seal of the issuing law firm affixed thereon) and relevant documents to Computershare Hong Kong Investor Services Limited no later than 4:30 pm on Friday, 15 May 2009, 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 15 June 2009. 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 Friday, 15 May 2009.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

- (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 Wednesday, 27 May 2009.

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
Postal code: 200002
Tel: (86 21) 6326 4000
Fax: (86 21) 6323 8221

- (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.
- (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.
- (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 Shops 1806-1807, 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.
- (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 powers of attorney 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 of directors or other authorities of such legal person shareholders.
- (H) 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 AGM so that all resolutions set out in the 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.

- (I) 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 the 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, 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".*