

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

(Stock Code: 02006)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2012 (the "EGM") of Shanghai Jin Jiang International Hotels (Group) Company Limited (the "Company") will be held at 9:00 a.m. on Tuesday, 16 October 2012 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 appointments of the following candidates as the directors (the "Directors") of the third session of the board of Directors (the "Board") of the Company, 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 2015:
 - (i) Mr. Yu Minliang
 - (ii) Ms. Chen Wenjun
 - (iii) Mr. Yang Weimin
 - (iv) Mr. Yang Yuanping
 - (v) Mr. Shao Xiaoming
 - (vi) Mr. Han Min
 - (vii) Mr. Kang Ming
 - (viii) Mr. Ji Gang
 - (ix) Dr. Rui Mingjie
 - (x) Mr. Yang Menghua
 - (xi) Mr. Sun Dajian
 - (xii) Dr. Tu Qiyu
 - (xiii) Mr. Shen Chengxiang

2. To consider and approve the appointments of the following candidates as the supervisors (the “Supervisors”) of the third session of the supervisory committee (the “Supervisory Committee”) of the Company, 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 2015:
 - (i) Mr. Wang Guoxing
 - (ii) Mr. Ma Mingju
 - (iii) Mr. Zhou Qiquan
 - (iv) Ms. Zhou Yi
3. To consider and approve the proposed annual allowance of RMB120,000 (before taxation) for each independent non-executive Director of the third session of the Board;
4. To consider and approve the proposed annual allowance of RMB36,000 (before taxation) for each independent Supervisor of the third session of the Supervisory Committee;

By way of special resolution:

5. 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 the shareholders (the “Shareholders”) of the Company on 31 August 2012) and any executive 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”); and

Note: The text of the Articles of Association is written in Chinese and the English translation is for reference only. The Chinese text shall prevail over the English text in case of any inconsistency.

Other business(es):

6. To consider and approve proposals (if any) put forward at such EGM by any Shareholder(s) holding 5% or more of the Company’s shares carrying the right to vote at such meeting.

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

Shanghai, the PRC, 31 August 2012

Notes:

- (A) Important: For the purpose of holding the EGM, the register of members (the “Register”) will be closed from Sunday, 16 September 2012 to Tuesday, 16 October 2012 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register at the close of business on Tuesday, 16 October 2012 are entitled to attend and vote at the EGM or any adjournment thereof. In order for the Shareholders to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 14 September 2012 for registration.
- (B) Holders of domestic shares or H shares of the Company, who intend to attend the EGM, must complete the reply slip and return the same to the Office of the Board of Directors of the Company not later than 20 days before the date of the EGM, i.e. no later than Wednesday, 26 September 2012.

Details of the Office of the Board of Directors are as follows:

26/F., Union Building,

No. 100 Yan’an East Road,

Shanghai

the PRC

(Post code: 200020)

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 EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM or any adjournment thereof.
- (D) 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.
- (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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM 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 his behalf at the EGM. 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 Office of the Board of Directors 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 EGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the EGM 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 specify the date of its issuance. If a corporate Shareholder appoints its corporate representative to attend the EGM, 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.
- (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 except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, a poll will be demanded by the chairman of the EGM according to Article 8.18 of the Articles of Association of the Company so that all resolutions set out in the EGM Notice 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 EGM is expected to last for half a day. Shareholders attending the EGM 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”.*