

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)

(Stock Code: 02006)

ANNOUNCEMENT

**CHANGE IN DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT;
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board announces that:

- (i) Mr. Chen Liming (陳禮明), an executive Director, has been appointed as a vice chairman of the fourth session of the Board with effect from 27 July 2016;
- (ii) each of Mr. Xu Ming (許銘) and Mr. Zhang Xiaoqiang (張曉強) has ceased to be an executive Director with effect from 27 July 2016;
- (iii) each of Ms. Zhang Wei (張偉) and Ms. Liu Chenjian (劉晨健) has ceased to be a staff representative Supervisor with effect from 27 July 2016;
- (iv) each of Mr. Chen Yinghao (陳英豪) and Mr. He Yichi (何一遲) has been elected as a staff representative Supervisor of the fourth session of the Supervisory Committee with effect from 27 July 2016;
- (v) the Company has set up the executive committee under the fourth session of the Board to enhance the Board's management and decision-making over material matters of the Company;
- (vi) Mr. Zhang Qian (張謙) has been appointed as the CEO and the Board approved the appointment of other senior management with effect from 27 July 2016; and
- (vii) the Board has proposed certain amendments to the Articles of Association on 27 July 2016, which are subject to the consideration and approval by way of special resolution of the shareholders of the Company at the general meeting and the completion of relevant approval, registration or filing procedures in the PRC.

CHANGE IN DIRECTORS

Appointment of Vice Chairman of the Board

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Jin Jiang International Hotels (Group) Company Limited (the “**Company**”) announces that Mr. Chen Liming (陳禮明), an executive Director, has been appointed as a vice chairman of the fourth session of the Board with effect from 27 July 2016.

The biographical details of Mr. Chen Liming are as follows:

Mr. Chen Liming (陳禮明), aged 56, holds a master’s degree in business administration and is an economist. He was previously the general manager of Holland Shanghai City Restaurant Co., Ltd. (荷蘭上海城酒家有限公司), deputy general manager of Shanghai Sofitel Hyland Hotel (上海海倫賓館), executive manager of Shanghai Jin Jiang International Hotels Development Company Limited (“**Jin Jiang Hotels Development**”) and secretary general (vice president) of the executive committee of the board of directors of Jin Jiang International Holdings Company Limited (“**Jin Jiang International**”). He is currently an executive Director and a vice chairman of the fourth session of the Board of the Company, a vice president of Jin Jiang International and a director of Jin Jiang Hotels Development.

Mr. Chen Liming will not receive any Director’s fee.

As at the date of this announcement, saved as disclosed above, Mr. Chen Liming confirms for himself that: (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (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) (the “**SFO**”); and (iii) he does not have any other relationship with other current Directors, senior management or substantial shareholders or controlling shareholders of the Company.

There are no other matters in relation to the appointment of Mr. Chen Liming as a vice chairman of the Board that need to be brought to the attention of the shareholders of the Company, nor is there other information in relation to the appointment of Mr. Chen Liming as a vice chairman of the Board that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Resignation of Directors

The Board further announces that due to their other work commitments, each of Mr. Xu Ming (許銘) and Mr. Zhang Xiaoqiang (張曉強) has ceased to be an executive Director with effect from 27 July 2016.

Each of Mr. Xu Ming and Mr. Zhang Xiaoqiang confirms that he has no disagreement with the Board and there is no other matter in relation to his resignation 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. Xu Ming and Mr. Zhang Xiaoqiang for their valuable contributions to the Company during their respective term of office.

CHANGE IN SUPERVISORS

Resignation of Supervisors

The Board further announces that due to their other work commitments, each of Ms. Zhang Wei (張偉) and Ms. Liu Chenjian (劉晨健) has ceased to be a staff representative supervisor of the Company (the “**Supervisor**”) with effect from 27 July 2016.

Each of Ms. Zhang Wei and Ms. Liu Chenjian has confirmed that she has no disagreement with the Board and there is no other matter in relation to her resignation 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 Ms. Zhang Wei and Ms. Liu Chenjian for their valuable contributions to the Company during their respective term of office.

Appointment of Supervisors

The Board further announces that each of Mr. Chen Yinghao (陳英豪) and Mr. He Yichi (何一遲) has been elected as a staff representative Supervisor of the fourth session of the supervisory committee of the Company (the “**Supervisory Committee**”) in a democratic election by the staff of the Company in accordance with the articles of association of the Company on 27 July 2016. Each of their terms of office commences on 27 July 2016 and will end on the date on which the term of the fourth session of the Supervisory Committee is concluded (i.e. at the conclusion of the Company’s annual general meeting to be held in 2018).

The biographical details of Mr. Chen Yinghao and Mr. He Yichi are as follows:

Mr. Chen Yinghao (陳英豪), aged 43, holds a bachelor’s degree. He was previously the department head and commander (deputy regiment commander level) of a brigade of Shanghai Fire Bureau and assistant to manager of the security department of Jin Jiang International. He is currently the deputy secretary of the Party committee and a staff representative Supervisor of the Company.

Mr. He Yichi (何一遲), aged 37, holds a master’s degree in finance. He was previously a senior auditor, audit manager and senior audit manager at PricewaterhouseCoopers Zhong Tian LLP, and a senior manager (financial solutions) at BASF (China) Company Limited. He is currently a director of the audit office at Jin Jiang Hotels Development and a staff representative Supervisor of the Company.

Each of Mr. Chen Yinghao and Mr. He Yichi will not receive any Supervisor’s fee.

As at the date of this announcement, saved as disclosed above, each of Mr. Chen Yinghao and Mr. He Yichi confirms for himself that: (i) he has not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, senior management or substantial shareholders or controlling shareholders of the Company.

There are no other matters in relation to the appointment of each of Mr. Chen Yinghao and Mr. He Yichi as a Supervisor that need to be brought to the attention of the shareholders of the Company, nor is there other information in relation to the appointment of each of Mr. Chen Yinghao and Mr. He Yichi as a Supervisor that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE COMMITTEE OF THE FOURTH SESSION OF THE BOARD

To enhance the Board's management and decision-making over material matters of the Company, the Company has set up an executive committee under the fourth session of the Board, to be formed by three to five executive Directors of the Company. The executive committee shall be accountable to the Board and shall perform its duties pursuant to the authorization and resolutions of the Board.

The executive committee of the fourth session of the Board shall comprise of Ms. Guo Lijuan, Mr. Chen Liming, Mr. Zhang Qian and Mr. Han Min. Ms. Guo Lijuan shall be the chairman and Mr. Chen Liming shall be the vice chairman of the executive committee.

CHANGE IN SENIOR MANAGEMENT

Appointment of CEO

The Board further announces that Mr. Zhang Qian (張謙) has been appointed as the chief executive officer of the Company (the "CEO") with effect from 27 July 2016.

The biological details of Mr. Zhang Qian are as follows:

Mr. Zhang Qian (張謙), aged 48, holds a bachelor's degree. He was previously the head of the marketing department of Shanghai Jian Guo Hotel, deputy general manager of Shanghai Renaissance Yangtze Hotel, general manager of Shanghai Jin Jiang Tomson Hotel Company Limited and vice president of the Company. He is currently an executive Director, the CEO of the Company, a vice president of Jin Jiang International, the general manager of Jin Jiang Hotel and the general manager of Shanghai Jin Jiang Tower.

The Board will determine the remuneration of Mr. Zhang as the CEO in accordance with the Company's remuneration policy.

As at the date of this announcement, saved as disclosed above, Mr. Zhang Qian confirms for himself that: (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment and professional qualification; (ii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, senior management or substantial shareholders or controlling shareholders of the Company.

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

Appointment of Other Senior Management

The Board further announces that the Board approved the appointment of the following senior management with effect from 27 July 2016, and their respective term of office will end on the date on which the term of the fourth session of the Board is concluded (i.e. at the conclusion of the Company's annual general meeting to be held in 2018):

- (i) Ms. Yin Yanhong (尹嫣紅) has been appointed as the chief financial officer and the financial controller of the Company;
- (ii) Ms. Zhou Wei (周維) has been appointed as the chief investment officer of the Company;
- (iii) Ms. Zhang Wei (張偉) has been appointed as a vice president of the Company;
- (iv) Mr. Kang Ming (康鳴) has been appointed as a vice president of the Company, the chief secretary of the Board, the Board secretary and joint company secretary;
- (v) Mr. Xia Li (夏力) has been appointed as a vice president of the Company; and
- (vi) Dr. Ai Gengyun (艾耕雲) has been appointed as the qualified accountant of the Company.

The biological details of other senior management are as follows:

Ms. Yin Yanhong (尹嫣紅), aged 48, holds a bachelor's degree, a master's degree in accounting and is a senior accountant. She was previously the manager of audit department and the manager of the finance department of Hualian Supermarket Company Limited, assistant to manager and deputy manager of the planning and finance department of Jin Jiang International. She is currently the chief financial officer and the financial controller of the Company.

Ms. Zhou Wei (周維), aged 35, holds a master's degree. She was previously the researcher (deputy department grade) of the Foreign Affairs Office of Shanghai Municipal Government, deputy manager of the investment and development department of Jin Jiang International and head of the investment and development department of the Company. She is currently the chief investment officer of the Company.

Ms. Zhang Wei (張偉), aged 49, holds a bachelor's degree and is a senior political engineer. She was previously the deputy secretary and deputy general manager of Metropole Hotel, deputy general manager of Nanjing Hotel, Party committee secretary and deputy general manager of East Asia Hotel, deputy secretary of the Party committee and executive deputy manager of Peace Hotel, general manager of Jin Jiang World Expo Apartment, vice president and deputy secretary of the Party committee of the Company. She is currently a vice president of the Company.

Mr. Kang Ming (康鳴), aged 44, holds a bachelor's degree and a master's degree in economics and is a senior accountant. He was previously the board secretary of Jin Jiang Hotels Development and chief secretary (vice president) of the executive committee of the Board of the Company. He is currently an executive Director, a vice president, the chief secretary of the Board, the Board secretary and a joint company secretary of the Company.

Mr. Xia Li (夏力), aged 48, holds a bachelor's degree and a master's degree in business administration. He was previously the general manager of Holland Shanghai City Co., Ltd., deputy general manager of Shanghai Marriott Hotel Hongqiao, executive deputy general

manager of Shanghai Zitai Hotel Management Co., Ltd., deputy general manager of Shanghai Zizhu Hotel Company Limited, general manager of Shanghai Tower Jin Jiang Hotel Asset Management Co., Ltd and vice president of the asset management center of the Company. He is currently a vice president of the Company.

Dr. Ai Gengyun (艾耕雲), aged 45, holds a master's degree and a doctor's degree in management and is a senior accountant. He was previously the head of the planning and finance department of Jin Jiang Hotels Development, deputy general manager of Shanghai Kentucky Fried Chicken Company Limited, head of the planning and finance department and qualified accountant of the Company. He is currently the qualified accountant of the Company and a director of Groupe du Louvre.

Resignation of Senior Management

The Board further announces that due to their other work commitments, Mr. Xu Ming has ceased to be the executive president of the Company, Mr. Zhang Xiaoqiang has ceased to be a vice president of the Company, Mr. Han Min (韓敏) has ceased to be the chief investment officer of the Company and Mr. Qian Jin (錢進) has ceased to be the chief engineer of the Company with effect from 27 July 2016.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Xu Ming, Mr. Zhang Xiaoqiang, Mr. Han Min and Mr. Qian Jin for their valuable contributions to the Company during their respective term of office.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board further announces that on 27 July 2016, the Board has proposed certain amendments to the articles of association of the Company (the “**Articles of Association**”). The proposed amendments are subject to the consideration and approval by way of special resolution of the shareholders of the Company at the general meeting and the completion of relevant approval, registration or filing procedures in the People's Republic of China (the “**PRC**”).

The proposed amendments to the Articles of Association include the following:

Articles to be amended

| | Original Article | Amended Article |
|--------------|--|--|
| Article 1.11 | “Other senior management officers” as referred in the Articles of Association shall include executive president, vice presidents, chief financial officer, secretary to the board of directors and other management officers as determined by the board of directors of the Company. | “Other senior management officers” as referred in the Articles of Association shall include the chief operating officer, chief financial officer, chief investment officer, chief information officer, vice presidents, financial controller, chief secretary of the board of directors, secretary to the board of directors and other management officers as determined by the board of directors of the Company. |

| Articles to be amended | Original Article | Amended Article |
|---|--|---|
| Article 10.3, Paragraph One, Item (9) | To appoint or dismiss the Company's chief executive officer, and to appoint or dismiss, pursuant to the chief executive officer's nomination, executive president, vice presidents, and financial controller of the Company and to determine their remuneration | To appoint or dismiss the Company's chief executive officer, chief secretary of the board of directors and secretary to the board of directors and to appoint or dismiss, pursuant to the chief executive officer's nomination, senior management officers other than the aforesaid personnel and to determine their remuneration |
| Article 10.14 | The board may establish certain special committees according to needs. Special committees shall perform their work in accordance with the board's mandate and shall be accountable to the board. The rules of meetings and work duties of each committee shall be formulated by the board. Each committee shall formulate its annual work plan and convene regular meetings. | The board may establish an executive committee and special committees, such as the strategic investment committee, audit committee, nomination committee and remuneration committee according to needs. Special committees shall perform their work in accordance with the board's mandate and shall be accountable to the board. The rules of meetings and work duties of each committee shall be formulated by the board. Each committee shall formulate its annual work plan and convene regular meetings. |
| CHAPTER 12 | CHIEF EXECUTIVE OFFICER, EXECUTIVE PRESIDENT AND VICE PRESIDENTS OF THE COMPANY | CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGEMENT OF THE COMPANY |
| Article 12.1 | The Company shall have one chief executive officer, one executive president and a number of vice presidents, the appointment or dismissal of which shall require the approval of the board of directors. | The Company shall have one chief executive officer, one chief operating officer, one chief financial officer, one chief investment officer, one chief information officer and a number of vice presidents, the appointment or dismissal of which shall require the approval of the board of directors. |
| Article 12.2, Item (6) | To propose the appointment or dismissal of the Company's executive president, vice presidents and financial controller | To propose the appointment or dismissal of senior management other than the chief secretary of the board of directors and the secretary to the board of directors |

| Articles to be amended | Original Article | Amended Article |
|-------------------------------|---|--|
| Article 12.4 | The chief executive officer, executive president and vice presidents of the Company shall act in honesty and diligence in accordance with the laws, administrative regulations and the Articles of Association in the discharge of his or her duties. | The chief executive officer and other senior management of the Company shall act in honesty and diligence in accordance with the laws, administrative regulations and the Articles of Association in the discharge of his or her duties. |

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

Shanghai, the PRC, 27 July 2016

As at the date of this announcement, the executive Directors are Mr. Yu Minliang, Ms. Guo Lijuan, Mr. Chen Liming, Mr. Zhang Qian, Mr. Han Min and Mr. Kang Ming, and the independent non-executive Directors 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”.*