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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Jinmao Holdings Group Limited** (the **Company**), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國金茂
CHINA JINMAO

China Jinmao Holdings Group Limited

中國金茂控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00817)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND BUY-BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the 2016 Annual General Meeting (the “AGM”) of the Company, to be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 7 June 2017, is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

8 May 2017

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the 2016 annual general meeting of the Company to be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 7 June 2017, or any adjournment thereof, the notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to buy-back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability and listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	2 May 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission

In case of any discrepancy between the English version and the Chinese version of this circular, the English version shall prevail.

LETTER FROM THE BOARD



China Jinmao Holdings Group Limited
中國金茂控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00817)

Non-executive Directors

Mr. NING Gaoning (*Chairman*)

Mr. YANG Lin

Mr. CUI Yan

Mr. AN Hongjun

Registered Office

Room 4702-03

47th Floor Office Tower

Convention Plaza

No. 1 Harbour Road

Wanchai

Hong Kong

Executive Directors

Mr. LI Congrui (*Chief Executive Officer*)

Mr. JIANG Nan (*Chief Financial Officer*)

Independent Non-executive Directors

Mr. LAU Hon Chuen, Ambrose

Mr. SU Xijia

Mr. GAO Shibin

8 May 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND BUY-BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM and to give you notice of the AGM. The resolutions to be proposed at the AGM include, *inter alia*, the re-election of Directors and the renewal of the issue mandate and the buy-back mandate given to the Directors at the 2015 annual general meeting of the Company held on 2 June 2016.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

The term of directorship for Mr. LI Congrui as an executive Director, Mr. YANG Lin as a non-executive Director, and Mr. LAU Hon Chuen, Ambrose and Mr. SU Xijia as independent non-executive Directors will end upon the conclusion of the AGM. All of these retiring Directors will offer themselves for re-election at the AGM.

Each of Mr. LAU Hon Chuen, Ambrose and Mr. SU Xijia has been serving as an independent non-executive Director of the Company for ten years since March 2007. Pursuant to code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report in Appendix 14 of the Listing Rules, having served a company for more than nine years could be relevant to the determination of a non-executive director's independence and if an independent non-executive director has served a company for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. During their terms of service, Mr. LAU Hon Chuen, Ambrose and Mr. SU Xijia have not engaged in any executive management of the Group and have demonstrated their ability to provide an independent view on the Company's matters. In addition, each of Mr. LAU Hon Chuen, Ambrose and Mr. SU Xijia has declared his independence by submitting a written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that each of Mr. LAU Hon Chuen, Ambrose and Mr. SU Xijia is independent of the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

The biographical details of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the 2015 annual general meeting held on 2 June 2016, ordinary resolutions of the Company were passed granting general mandates to the Directors (i) to buy-back, *inter alia*, Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution; and (ii) to allot, issue and/or otherwise deal with Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution and the number of Shares bought back by the Company pursuant to the mandate referred to in (i) above. These general mandates will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to the Shareholders to grant to the Directors the Issue Mandate and the Buy-back Mandate. The explanatory statement on the Buy-back Mandate required under the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 7 June 2017 is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the extension of the Issue Mandate by the number of Shares bought back in accordance with the Buy-back Mandate.

In accordance with the requirements of the Listing Rules, any votes of Shareholders at any general meeting shall be taken by way of poll. Accordingly, the chairman of the meeting will at the AGM demand, pursuant to Article 58(1) of the Articles of Association, that votes on all resolutions set out in the Notice of 2016 Annual General Meeting be taken by way of poll.

A form of proxy for use at the AGM is enclosed together with this circular. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the results of the AGM.

RECOMMENDATION

The Board believes that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
China Jinmao Holdings Group Limited
NING Gaoning
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection with the Buy-back Mandate and also constitutes a memorandum under section 239(2) of the Companies Ordinance. The information in the explanatory statement is to provide Shareholders with the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 10,672,322,609 Shares in issue.

Subject to the passing of the proposed resolution for the grant of the Buy-back Mandate and on the basis that no Share will be issued or bought back by the Company prior to the AGM, the exercise of the Buy-back Mandate would enable the Company to buy-back up to 1,067,232,260 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to seek a general mandate from the Shareholders to enable the Company to buy-back Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and other applicable laws. Share buy-backs will be made out of internal funds legally permitted to be utilized in this connection, including the funds otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose.

The Directors consider, after taking into account the current working capital of the Company, that the exercise of the Buy-back Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2016). However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position (as compared with the position disclosed in its latest published audited accounts as at 31 December 2016) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
May 2016	2.27	1.85
June 2016	2.28	2.00
July 2016	2.31	2.12
August 2016	2.58	2.14
September 2016	2.66	2.37
October 2016	2.43	2.10
November 2016	2.17	2.00
December 2016	2.19	2.02
January 2017	2.32	2.08
February 2017	2.54	2.19
March 2017	2.70	2.33
April 2017	2.67	2.45
May 2017 (up to and including the Latest Practicable Date)	2.56	2.50

5. DIRECTORS' UNDERTAKING AND DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and applicable laws.

None of the Directors, nor, to their best knowledge after having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If, on exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of its or their interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

As at the Latest Practicable Date, Sinochem Hong Kong (Group) Company Limited (“**Sinochem Hong Kong**”) held 5,759,881,259 Shares in the Company, representing approximately 53.97% of the total number of Shares in issue. In the event that the Directors exercise the Buy-back Mandate in full, the shareholding of Sinochem Hong Kong would be increased to approximately 59.97% of the total number of Shares in issue (if the number of Shares held remain unchanged). Such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, in exercising the Buy-back Mandate, the Directors will ensure that the Company complies with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

7. SHARES BOUGHT BACK BY THE COMPANY

The Company did not buy-back any Shares (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

Set out below are the biographies of Directors proposed for re-election at the AGM.

1. Mr. LI Congrui – Executive Director and Chief Executive Officer

Mr. LI, who was born in March 1971, joined the Company in April 2009 as the Vice President. Mr. LI has been serving as an executive Director of the Company since June 2011 and an executive Director and the Chief Executive Officer of the Company since January 2013. Mr. LI also holds positions in a number of subsidiaries of the Company. He has been serving as a non-executive director of Jinmao (China) Hotel Investments and Management Limited and Jinmao (China) Investments Manager Limited since 25 March 2014, and has been the chairman of the board of directors since 29 April 2016. Mr. LI also has been serving as the chairman of the board of directors of Sinochem Frashion Properties (Beijing) Co., Ltd. and Jinmao Investment (Changsha) Co., Ltd., and an executive director of Jinmao Investment Management (Shanghai) Co., Ltd. Mr. LI joined Sinochem Group in 1997, and held various senior management positions in Shanghai Orient Terminal Co., Ltd. and Sinochem International Industrial Corp. From 2003 and prior to joining the Company, Mr. LI was a director and the general manager of Zhoushan State Oil Reserve Base Company Limited. Mr. LI has over 20 years of experience in strategy management, corporate governance, organizational construction, appraisal and analysis on project investment, project management and large project construction. Mr. LI obtained a bachelor's degree in petroleum geology and exploration from the Petroleum Department of China University of Geosciences (Wuhan) in 1994. He earned a master's degree in petroleum development from the Research Institute of Petroleum Exploration & Development in 1997 and an executive master of business administration degree from China Europe International Business School (CEIBS) in 2007.

The Company will renew its letter of appointment with Mr. LI. The term of office of Mr. LI as a Director is three years, subject to the provisions of retirement under the Articles of Association. The Board will determine Mr. LI's emoluments with reference to his duties and responsibilities, individual performance and the results of the Group. For the year ended 31 December 2016, Mr. LI's total emoluments received from the Group was RMB4,978,000.

As at the Latest Practicable Date, Mr. LI had been granted share options for subscription of 2,370,000 Shares of the Company. Apart from that, Mr. LI does not have, nor is he deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LI does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. LI that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. LI that needs to be brought to the attention of the Shareholders.

2. *Mr. YANG Lin – Non-executive Director*

Mr. YANG, who was born in January 1964, joined the Company in February 2014 as a non-executive Director. Mr. YANG joined Sinochem Group in 1994 and held various positions, including deputy general manager of the finance and accounting department, general manager of the finance department, deputy general manager of the investment and development department, general manager of the fund management department, deputy chief accountant of Sinochem Group, and deputy chief financial officer of Sinochem Corporation. Mr. YANG is currently the chief accountant of Sinochem Group and the chief financial officer of Sinochem Corporation. He also holds directorships and senior management positions in various subsidiaries and/or affiliates of Sinochem Group. Mr. YANG was a supervisor of China State Construction Engineering Corporation Limited (a company listed on the Shanghai Stock Exchange with stock code: 601668) from 2007 to 2010. Since October 2009, Mr. YANG has been a non-executive director of Far East Horizon Limited (of which Sinochem Group is a substantial shareholder with stock code: 03360). Mr. YANG has been a director of Sinochem International Corporation (a subsidiary of Sinochem Group listed on the Shanghai Stock Exchange with stock code: 600500) since June 2010. Mr. YANG has been a non-executive director of Sinofert Holdings Limited (stock code: 00297), a subsidiary of Sinochem Group, since August 2010. Mr. YANG has over 20 years' experience in fund management. Mr. YANG worked at Siemens AG and Wella AG from 1993 to 1994. Mr. YANG graduated from Tianjin University of Commerce with a bachelor's degree in commercial enterprise management in 1985. He pursued a study of enterprise management courses in University of Stuttgart in Germany from 1990 to 1993.

The Company will renew its letter of appointment with Mr. YANG. The term of office of Mr. YANG as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. YANG will not receive any director's fee for serving as a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. YANG does not have, nor is he deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. YANG that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. YANG that needs to be brought to the attention of the Shareholders.

3. *Mr. LAU Hon Chuen, Ambrose – Independent Non-executive Director*

Mr. LAU, who was born in July 1947, has been an independent non-executive Director of the Company since March 2007. He is a senior partner of Messrs. Chu & Lau, Solicitors & Notaries. Mr. LAU is currently a standing committee member of the National Committee of the Chinese People's Political Consultative Conference. He is also a Justice of the Peace. In 2001, Mr. LAU was awarded the "Gold Bauhinia Star" by the Hong Kong Government. Mr. LAU is currently an independent non-executive director of the following listed companies: Brightoil Petroleum (Holdings) Limited, Glorious Sun Enterprises Ltd., Yuexiu Property Co., Ltd., Yuexiu Transport Infrastructure Limited, Joy City Property Limited (formerly known as The Hong Kong Parkview Group Ltd.) and The People's Insurance Company (Group) of China Limited. He served as an independent non-executive director of Beijing Enterprises Holdings Limited between 1997 and 2008, and an independent non-executive director of Qin Jia Yuan Media Services Co., Ltd. between 2003 and 2012. He is also a director of OCBC Wing Hang Bank Ltd., OCBC Wing Hang Bank (China) Limited, Bank of China Group Insurance Co., Ltd., BOC Group Life Assurance Co., Ltd., Nanyang Commercial Bank, Ltd., Cinda Financial Holdings Co., Limited, Chu & Lau Nominees Ltd., Sun Hon Investment & Finance Ltd., Wydoff Ltd., Wytex Ltd., Wyman Investments Limited, Trillions Profit Nominees & Secretarial Services Limited, Helicoil Limited and Porex Limited. Mr. LAU also served as the chairman of the Central and Western District Board between 1988 and 1994, the president of the Law Society of Hong Kong from 1992 to 1993, a member of the Bilingual Laws Advisory Committee between 1988 and 1997 and a member of the Legislative Council of Hong Kong from 1995 to 2004 (between 1997 and 1998 he was a member of the Provisional Legislative Council). Mr. LAU obtained a bachelor of laws degree from the University of London in 1969. He is a solicitor of the High Court of Hong Kong, an attesting officer appointed by Ministry of Justice, the PRC and a notary public.

The Company will renew its letter of appointment with Mr. LAU. The term of office of Mr. LAU as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. LAU will be entitled to a director's fee of HK\$460,000 for each full service year, which is determined by reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. LAU does not have, nor is he deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LAU does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. LAU that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. LAU that needs to be brought to the attention of the Shareholders.

4. *Mr. SU Xijia – Independent Non-executive Director*

Mr. SU, who was born in September 1954, has been an independent non-executive Director of the Company since March 2007. He was an assistant professor in 1996 and was subsequently promoted as an associate professor in the Department of Accountancy of City University of Hong Kong. He joined China Europe International Business School (CEIBS) in July 2010 as a professor of accounting. His research focuses on corporate governance and auditing practices of the PRC listed companies. He has also been appointed as the special researcher by the Chinese Institute of Certified Public Accountants (CICPA) since 2005. He has given lectures at the China Securities Regulatory Commission, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, major commercial banks and various universities in China. He was an independent director of Shenzhen SEG Co., Ltd. from 2002 to 2008, and an independent director of Shenzhen Topray Solar Co., Ltd. from 2007 to 2010. He was an independent director of World Union Property Consultancy (China) Limited from 2007 to 2013, and an independent director of Huazhong Holdings Company Limited from 2011 to 2013. From 2010 to 2016, he served as an independent director of Sundry Land Investment Co., Ltd. Currently, he serves as an independent director of Shenzhen Ellassay Fashion Co., Ltd. and a non-executive director of Jiangsu Changbao Steel Tube Co., Ltd. Mr. SU has over 20 years of experience in corporate governance and accounting practice. Mr. SU earned a bachelor's degree in accounting from Xiamen University in 1982. He obtained his PhD degree from Concordia University of Canada in 1996.

The Company will renew its letter of appointment with Mr. SU. The term of office of Mr. SU as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. SU will be entitled to a director's fee of HK\$460,000 for each full service year, which is determined by reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. SU does not have, nor is he deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. SU does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. SU that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the re-election of Mr. SU that needs to be brought to the attention of the Shareholders.

NOTICE OF 2016 ANNUAL GENERAL MEETING



China Jinmao Holdings Group Limited 中國金茂控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00817)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting (the “AGM”) of China Jinmao Holdings Group Limited (the “Company”) will be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 7 June 2017 for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2016.
2. To declare a final dividend for the year ended 31 December 2016.
3. (A) To re-elect Mr. LI Congrui as an executive director of the Company;
(B) To re-elect Mr. YANG Lin as a non-executive director of the Company;
(C) To re-elect Mr. LAU Hon Chuen, Ambrose as an independent non-executive director of the Company;
(D) To re-elect Mr. SU Xijia as an independent non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
5. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

NOTICE OF 2016 ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved and authorized;
- (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the articles of association of the Company; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible

NOTICE OF 2016 ANNUAL GENERAL MEETING

into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares allotted, issued and/or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and/or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, other than pursuant to (i) a Rights Issue (as defined in paragraph (c) below), or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of options to subscribe for, or rights to acquire shares of the Company approved by the Stock Exchange, (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, or (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

Relevant Period shall have the same meaning as ascribed to it under the resolution set out in paragraph 6(c) of this Notice; and

Rights Issue means the allotment, issue or grant of shares open for a period fixed by the directors of the Company to holders of the shares or any class of shares thereof on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

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8. “**THAT:**

conditional upon the passing of Resolution Nos. 6 and 7, the general mandate granted to the directors of the Company pursuant to Resolution No. 7 be and is hereby extended by the addition thereto of the aggregate number of shares bought back by the Company after approval of Resolution No. 6 provided that such aggregate number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

By order of the Board
China Jinmao Holdings Group Limited
NING Gaoning
Chairman

Hong Kong, 8 May 2017

Notes:

- (1) The register of members of the Company will be closed for the purpose of determining shareholders' entitlement to attend and vote at the AGM from Friday, 2 June 2017 to Wednesday, 7 June 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 1 June 2017.
- (2) The register of members of the Company will be closed for the purpose of determining shareholders' entitlement to the proposed final dividend from Tuesday, 13 June 2017 to Thursday, 15 June 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 12 June 2017. Subject to approval by shareholders of the Company at the AGM, the final dividend for the year ended 31 December 2016 is expected to be paid on or before Thursday, 31 August 2017 to shareholders whose names appear on the register of members of the Company on Thursday, 15 June 2017.
- (3) Any member entitled to attend and vote at the AGM or any adjournment thereof convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (4) In case of joint holders of any share, any one of such joint holders may vote at the AGM or any adjournment thereof, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof.

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- (6) Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (7) The explanatory statement prepared in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange is set out in Appendix I to the circular of the Company dated 8 May 2017, containing information that enable shareholders to consider whether to vote for or against the resolution in relation to the buy-back of shares by the Company.
- (8) With respect to the Ordinary Resolution No. 7, approval is being sought from shareholders as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.
- (9) If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the Company's website at www.chinajinmao.cn and the HKExnews website at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this Notice, the Directors of the Company are Mr. NING Gaoning (Chairman), Mr. YANG Lin, Mr. CUI Yan and Mr. AN Hongjun as Non-executive Directors; Mr. LI Congrui and Mr. JIANG Nan as Executive Directors; Mr. LAU Hon Chuen, Ambrose, Mr. SU Xijia and Mr. GAO Shibin as Independent Non-executive Directors.