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## **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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Jinmao Holdings Group Limited (the “**Company**”) will be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 19 June 2024 at 9:40 a.m. or any adjournment thereof to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

#### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the Loan Agreement and the Mortgage Agreement (as defined and described in the circular to the shareholders of the Company dated 30 May 2024 (the “**Circular**”), the copies of which have been produced to the EGM marked “A” and initialled by the Chairman of the EGM for the purpose of identification) and the transaction contemplated thereunder<sup>(Note 1)</sup> be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Loan Agreement and the Mortgage Agreement and any transaction contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the such director, in the interests of the Company and its shareholders as a whole.”

**2. “THAT:**

- (a) the New Framework Lease Agreement (as defined and described in the Circular, a copy of which has been produced to the EGM marked “B” and initialled by the Chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the proposed annual caps in relation to the transactions contemplated under the New Framework Lease Agreement as described in the Circular be and are hereby approved, ratified and confirmed; and
- (c) any director of the Company be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the New Framework Lease Agreement and any transaction contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the such director, in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**China Jinmao Holdings Group Limited**  
**ZHANG Zenggen**  
*Chairman*

Hong Kong, 30 May 2024

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*Notes:*

- (1) As the Loan (as defined and described in the Circular) provided by Sinochem Finance Co., Ltd. under the Loan Agreement is secured by the mortgage provided by Beijing Zhantuo Real Estate Co., Ltd. under the Mortgage Agreement, the Loan Agreement and the Mortgage Agreement are interdependent and linked, and therefore the transaction under the Loan Agreement and the Mortgage Agreement is submitted to the EGM as one resolution.
- (2) The register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the EGM, 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, 13 June 2024.
- (3) Any member entitled to attend and vote at the EGM 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 EGM 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 EGM 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 printed thereon, 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment thereof.
- (6) Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (7) If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is in force at 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company's website at [www.chinajinmao.cn](http://www.chinajinmao.cn) and the HKEx news website at [www.hkexnews.hk](http://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. ZHANG Zenggen (Chairman), Mr. TAO Tianhai, Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Mr. CHENG Yong, Ms. CHEN Aihua, Mr. AN Hongjun and Ms. WANG Wei as Non-executive Directors; and Mr. SU Xijia, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.*