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**Jin Jiang International Holding  
Company Limited**

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



**Shanghai Jin Jiang Capital  
Company Limited\***

*(a joint stock limited company incorporated in  
the People's Republic of China with limited liability)  
(Stock code: 2006)*

**JOINT ANNOUNCEMENT**

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
AND THE H SHAREHOLDERS' CLASS MEETING HELD  
ON 26 APRIL 2022**

**(2) PROPOSED WITHDRAWAL OF LISTING AND LAST DAY  
OF TRADING  
AND**

**(3) INFORMATION REGARDING EXERCISE OF RIGHT  
OF DISSENTING SHAREHOLDERS**

Reference is made to (i) the announcement jointly published by the Offeror and the Company dated 24 November 2021 in relation to, among others, the Merger Agreement and the Merger; (ii) the announcement jointly published by the Offeror and the Company dated 8 December 2021 in relation to the results of application to the Executive to rebut certain "acting in concert" presumption; (iii) the announcement jointly published by the Offeror and the Company dated 14 December 2021 in relation to the delay in despatch of the Composite Document; (iv) the announcement published by the Company dated 17 December 2021 in relation to the appointment of the Independent Financial Adviser; (v) the announcements jointly published by the Offeror and the Company dated 14 January

2022, 14 February 2022 and 14 March 2022 in relation to the monthly update on the Merger; (vi) the announcement jointly published by the Offeror and the Company dated 28 March 2022 in relation to the fulfilment of the Pre-Condition; (vii) the composite document (the “**Composite Document**”), the notice of EGM, the notice of H Shareholders’ Class Meeting and the announcement jointly published by the Offeror and the Company in relation to the despatch of the Composite Document, each dated 1 April 2022; and (viii) the announcement (the “**Special Arrangements Announcement**”) jointly published by the Offeror and the Company dated 19 April 2022 in relation to the special arrangements for the EGM and the H Shareholders’ Class Meeting. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **RESULTS OF THE EGM AND THE H SHAREHOLDERS’ CLASS MEETING**

The Company and the Offeror are pleased to announce that the proposed resolutions set out in the notice of EGM and notice of H Shareholders’ Class Meeting were voted by way of poll and all of them were duly passed on 26 April 2022.

The EGM and the H Shareholders’ Class Meeting were held through live webcasts as announced in the Special Arrangements Announcement. The Directors who attended the EGM and the H Shareholders’ Class Meeting include Mr. Zhao Qi, Mr. Chen Liming, Mr. Ma Mingju, Mr. Sun Yu, Mr. Ji Gang, Dr. Rui Mingjie and Mr. Shen Liqiang.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM and the H Shareholders’ Class Meeting.

The poll results in respect of the EGM and the H Shareholders' Class Meeting are as follows:

**(i) The poll results in respect of the EGM**

| SPECIAL RESOLUTION |  | NUMBER OF VALID VOTES (%)                      |   |   |
|--------------------|--|--|---|---|
|                    |  | For  | Against                                 | Abstain                                 |
| 1.                 | <p>(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 24 November 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.</p> <p>(b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.</p> | <p>5,023,303,691<br/>99.9880%<br/>(Note 1)</p> | <p>346,000<br/>0.0069%<br/>(Note 1)</p> | <p>256,000<br/>0.0051%<br/>(Note 1)</p> |

*Notes:*

- Based on the total number of the votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the EGM.*
- The percentage figures included in the poll results in respect of the EGM above have been subject to rounding adjustments and may not add up to 100%.*

As at the date of the EGM, the total number of issued Shares is 5,566,000,000, comprising 1,391,500,000 H Shares and 4,174,500,000 Domestic Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM.

Shares held by members of the Nomura Group acting in the capacity of exempt principal traders will not be voted at the EGM unless the Executive allows such Shares to be so voted. Shares held by members of the Nomura Group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the EGM if: (i) such member of the Nomura Group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the Nomura Group and such non-discretionary client that strictly prohibit such member of the Nomura Group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the Nomura Group); and (iv) such non-discretionary client is not a concert party of the Offeror. Exempt principal traders within the Nomura Group did not exercise the voting rights attached to the Shares owned by them in the context of the Merger at the EGM.

There were no other restrictions imposed on any Shareholder to cast votes on the aforesaid resolution passed at the EGM. There was no Share entitling the Shareholder to attend and vote only against the resolution at the EGM or to abstain from voting. No Shareholder had previously stated his/her/its intention in the Composite Document to vote against the resolution proposed at the EGM or to abstain from voting.

The EGM was convened by the Board and chaired by Mr. Ma Mingju, an executive Director. The Shareholders and authorised proxies holding an aggregate of 5,023,905,691 Shares, representing approximately 90.26% of the total issued share capital of the Company were present at the EGM.

With respect to the special resolution at the EGM, since more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy at the EGM were cast in favour of the resolution, the special resolution was passed by way of poll at the EGM in accordance with the requirements of the PRC Laws and the Articles.

**(ii) The poll results in respect of the H Shareholders' Class Meeting**

| SPECIAL RESOLUTION |  | NUMBER OF VALID VOTES (%)                  |                                       |                                       |
|--------------------|--|--|---------------------------------------|---------------------------------------|
|                    |  | For  | Against                               | Abstain                               |
| 1.                 | (a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 24 November 2021 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.  | 838,489,692<br>99.9264%<br><i>(Note 1)</i> | 372,000<br>0.0443%<br><i>(Note 1)</i> | 246,000<br>0.0293%<br><i>(Note 1)</i> |
|                    | (b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement. | 60.2580%<br><i>(Note 2)</i>                | 0.0267%<br><i>(Note 2)</i>            | 0.0177%<br><i>(Note 2)</i>            |

*Notes:*

- 1. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Shareholders' Class Meeting.*
- 2. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.*
- 3. The percentage figures included in the poll results in respect of the H Shareholders' Class Meeting above have been subject to rounding adjustments and may not add up to 100%.*

The total number of H Shares entitling the Independent H Shareholders to attend and vote for or against the resolution at the H Shareholders' Class Meeting was 1,391,500,000 H Shares, representing all of the H Shares in issue. The Offeror and its concert parties held no H Shares to attend and vote for or against the resolution at the H Shareholders' Class Meeting, and in any event, were required to abstain from voting at the H Shareholders' Class Meeting in accordance with the Takeovers Code.

H Shares held by members of the Nomura Group acting in the capacity of exempt principal traders will not be voted at the H Shareholders' Class Meeting unless the Executive allows such H Shares to be so voted. H Shares held by members of the Nomura Group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the H Shareholders' Class

Meeting if: (i) such member of the Nomura Group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the Nomura Group and such non-discretionary client that strictly prohibit such member of the Nomura Group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such H Shares held by such member of the Nomura Group); and (iv) such non-discretionary client is not a concert party of the Offeror. Exempt principal traders within the Nomura Group did not exercise the voting rights attached to the Shares owned by them in the context of the Merger at the H Shareholders' Class Meeting.

There were no other restrictions imposed on any Independent H Shareholders to cast votes on the aforesaid resolution passed at the H Shareholders' Class Meeting. There was no H Share entitling the Independent H Shareholders to attend and vote only against the special resolution at the H Shareholders' Class Meeting. No Independent H Shareholder has stated its intention in the Composite Document to vote against the resolution proposed at the H Shareholders' Class Meeting or to abstain from voting.

The H Shareholders' Class Meeting was convened by the Board and chaired by Mr. Ma Mingju, an executive Director. The Independent H Shareholders and authorised proxies holding an aggregate of 839,107,692 H Shares, representing approximately 60.30% of the total number of votes attaching to all the H Shares held by the Independent H Shareholders were present at the H Shareholders' Class Meeting.

With respect to the special resolution at the H Shareholders' Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present and which were cast in person or by proxy at the H Shareholders' Class Meeting were cast in favour of the resolution, and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the H Shareholders' Class Meeting in accordance with the requirements of Rule 6.15(2) of the Listing Rules and Rule 2.10 of the Takeovers Code.

## **SATISFACTION OF THE CONDITIONS TO EFFECT THE MERGER AGREEMENT**

As at the date of this joint announcement, the Conditions to effectiveness have been fulfilled. Accordingly, the Merger Agreement has become effective.

Shareholders and investors are reminded that the implementation of the Merger shall be subject to the satisfaction of the Conditions to implementation unless waived (if applicable). As at the date of this joint announcement, none of the Conditions to implementation has been fulfilled (or waived, if applicable).

The Offeror and the Company will jointly issue an announcement stating whether the Conditions to implementation have been fulfilled (or waived, if applicable) on or before Thursday, 5 May 2022.

## **PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY AND LAST DAY OF TRADING**

The Company has obtained approval from the Stock Exchange for the withdrawal of the listing of the H Shares on the Stock Exchange, which is subject to the Merger becoming effective, in accordance with Rule 6.15(2) of the Listing Rules.

It is currently expected that (i) the last day of dealings in the H Shares on the Stock Exchange will be Wednesday, 27 April 2022; and (ii) the voluntary withdrawal of listing of the H Shares on the Stock Exchange would occur at 4:30 p.m. on Thursday, 5 May 2022.

On the assumption that the Conditions to implementation have been fulfilled (or waived, if applicable) on Thursday, 5 May 2022, the cheques for payment of the Cancellation Price will be despatched to the Shareholders on or before Tuesday, 17 May 2022.

The Offeror and the Company will jointly publish additional announcements to notify the Shareholders of any additional developments if and when appropriate in accordance with the Takeovers Code.

## **EXERCISE OF RIGHT OF DISSENTING SHAREHOLDERS**

Reference is made to the paragraph headed “Right of a Dissenting Shareholder” in the section headed “3. PRINCIPAL TERMS OF THE MERGER AGREEMENT” of the “LETTER FROM THE BOARD” in the Composite Document.

As no vote was cast against the special resolution at the EGM by the Domestic Shareholder, the Domestic Shareholder will not be entitled to exercise the right to request the Company and/or the Consenting Shareholders (or the Offeror, if so elected by the Company and/or the Consenting Shareholders) to acquire its Shares at a “fair price” (the “**Right**”), and only H Shareholders which satisfy the relevant criteria and entitlement conditions will be entitled to exercise the Right.

Any Dissenting Shareholder wishing to exercise the Right should on or before the expiry date of the Declaration Period (which will be Thursday, 12 May 2022), collect the documents containing information on the procedures for exercising the Right and the Required Document (as defined below, together as the “**Procedure Documents**”) at the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong and the office of the Board of the Company at 26/F., Union Building, No. 100 Yan’an East Road, Shanghai, PRC.

The multiple documents requested for in the Procedure Documents (the “**Required Documents**”) include, but are not limited to (i) exercise notice(s) with information filled in; and (ii) declaration and proof in respect of satisfaction of criteria and entitlement conditions to exercise the Right. For a Dissenting Shareholder whose H Shares are deposited in CCASS, additional documents and proof will be required in respect of beneficial ownership and nominee relationship (if any). The Required Documents must be submitted during the Declaration Period (which will be from Thursday, 5 May 2022 to Thursday, 12 May 2022) by hand or by post to the office of the Board of the Company at 26/F., Union Building, No. 100 Yan’an East Road, Shanghai, PRC or alternatively at the Company’s principal place of business in Hong Kong at Room 3203, 32nd Floor, Shun Tak Centre, West Tower, 200 Connaught Road Central, Hong Kong.

**Pursuant to the Merger Agreement, if any Dissenting Shareholder is to exercise the Right to request the Company and/or other Consenting Shareholders (or the Offeror, if so requested by the Company and/or the Consenting Shareholders) to acquire its Shares at a “fair price” during the Declaration Period, the Dissenting Shareholder must refund the Cancellation Price (if received) to the Offeror in order to be entitled to exercise the Right, failing which the Dissenting Shareholder will be deemed to have waived, and will no longer be able to exercise, the Right. The Offeror (if so requested by the Company and/or the Consenting Shareholders) will make the payment separately upon agreement on matters regarding the Right. For the avoidance of doubt, regardless of when the Dissenting Shareholder exercises the Right, the Dissenting Shareholder will be deemed to have ceased to have any right in respect of the Shares (other than the right to request for consideration pursuant to exercise of the Right) on the Delisting Date.**

In case of any question on the satisfaction of criteria and entitlement conditions to exercise the Right, the valid exercise of the Right or submission of the Required Documents, the Offeror has the absolute discretion to determine the answer to such question.

**Shareholders should note that there is no administrative guidance on the substantive as well as procedural rules as to how the “fair price” will be determined under the PRC Laws. Thus, no assurance can be given as to (i) the time required for the process; (ii) whether any favourable results will be granted to the Dissenting Shareholders; and (iii) the cost which may be incurred by the Dissenting Shareholders, in such process for determining the “fair price”.**



**For the avoidance of doubt, if the Merger does not proceed as a result of the Conditions to implementation not being satisfied (or waived, if applicable) or if the Merger otherwise lapses or does not become unconditional, the Dissenting Shareholders (if any) shall not be entitled to exercise such rights as described above.**

## **GENERAL**

Immediately before the commencement of the Offer Period (being 24 November 2021), save that the Offeror and its concert parties held, controlled or directed 4,174,500,000 Shares, representing all of the issued Domestic Shares and approximately 75% of the total issued Shares, none of the Offeror and its concert parties held, controlled or directed any Shares or rights over Shares. None of the Offeror and its concert parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the Offer Period.

As at the date of this joint announcement, neither the Offeror nor its concert parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

## **WARNING**

**Completion of the Merger is conditional upon the satisfaction (or waiver, as applicable) of the Conditions to implementation. Accordingly, the issue of this joint announcement does not imply in any way that the Merger will be completed. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the Board  
**Jin Jiang International Holding  
Company Limited**  
**Zhang Xiaoqiang**  
*Director and President*

By order of the Board  
**Shanghai Jin Jiang Capital  
Company Limited\***  
**Ma Mingju**  
*Executive Director and CEO*

Shanghai, China  
26 April 2022

*As at the date of this joint announcement, the Offeror's directors are Mr. Zhao Qi, Mr. Zhang Xiaoqiang, Ms. Zan Lin, Mr. Shao Zhengping, Mr. Wang Qiang, Mr. Liu Hongzhong and Mr. Zhang Weihua. The directors of the Offeror jointly and severally accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors of the Company) have been*

*arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the executive Directors of the Company are Mr. Zhao Qi, Mr. Chen Liming, Mr. Ma Mingju, Ms. Zhou Wei and Mr. Sun Yu; and the independent non-executive Directors of the Company are Mr. Ji Gang, Dr. Rui Mingjie and Mr. Shen Liqiang. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

\* *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 Capital Company Limited**”.*