THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

JINMAO 中国金茂

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 RE-APPOINTMENT OF AUDITOR, PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the 2025 Annual General Meeting (the "**AGM**") of the Company, to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 9:30 a.m. on Tuesday, 23 June 2026, is set out on pages 15 to 18 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.

Subject to the public health requirements or guidelines of the Government of Hong Kong and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (www.chinajinmao.cn) as and when appropriate.

1 June 2026

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

"AGM"	the 2025 Annual General Meeting of the Company to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 9:30 a.m. on Tuesday, 23 June 2026, or any adjournment thereof, the notice of which is set out on pages 15 to 18 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 (excluding Treasury Shares, if any) 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 (including any sale and transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting the Issue Mandate

"Latest Practicable Date"	26 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"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
"Treasury Shares"	shall have the meaning ascribed to this term under the Listing Rules

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

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)

Executive Directors
Mr. TAO Tianhai *(Chairman)*
Mr. ZHANG Hui *(Senior Vice President)*
Ms. QIAO Xiaojie *(Chief Financial Officer)*

Non-executive Directors
Mr. CUI Yan
Mr. LIU Wen
Mr. CHEN Yijiang
Ms. WANG Wei

Independent Non-executive Directors
Mr. LIU Feng
Mr. SUEN Man Tak
Mr. GAO Shibin
Mr. ZHONG Wei

Registered Office
Room 4702-03, 47th Floor
Office Tower
Convention Plaza
No. 1 Harbour Road
Wanchai
Hong Kong

1 June 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
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, the renewal of the issue mandate and the buy-back mandate given to the Directors at the 2024 annual general meeting of the Company held on 17 June 2025, and the re-appointment of auditor.

PROPOSED RE-ELECTION OF DIRECTORS

The term of directorship for Mr. TAO Tianhai and Ms. QIAO Xiaojie as executive Directors will end upon the conclusion of the AGM. Mr. TAO Tianhai and Ms. QIAO Xiaojie will offer themselves for re-election at the AGM.

In addition, the Board has appointed Mr. CUI Yan and Mr. LIU Wen as non-executive Directors on 18 June 2025, respectively. In accordance with the Articles of Association, Mr. CUI Yan and Mr. LIU Wen shall be subject to re-election by the Shareholders at the first annual general meeting of the Company following their appointments. Mr. CUI Yan and Mr. LIU Wen will offer themselves for re-election at the AGM.

In reviewing the structure of the Board, the Remuneration and Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

On such basis, the Remuneration and Nomination Committee nominated Mr. TAO Tianhai, Ms. QIAO Xiaojie, Mr. CUI Yan and Mr. LIU Wen to the Board on 22 May 2026 for its recommendation to the Shareholders for re-election at the AGM.

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

PROPOSED RE-APPOINTMENT OF AUDITOR

Ernst & Young will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Following the recommendation of the Audit Committee of the Company, the Board proposes to re-appoint Ernst & Young as the auditor of the Company for a term expiring at the conclusion of the next annual general meeting of the Company, and proposes to authorise the Board to fix its remuneration.

For the financial year ending 31 December 2026, the remuneration payable to Ernst & Young for the audit services in relation to the consolidated financial statements of the Company and its subsidiaries is expected to range from approximately HK$9,000,000 to HK$10,000,000 (inclusive of out-of-pocket expenses and taxes), which was determined after arm's length negotiations between the Company and the auditor after taking into account factors such as the scale and complexity of the Group's business, the expected scope of audit, the audit timetable and the estimated workload. The aforesaid fees are based on the assumption that there will be no material change in the business, operational conditions and accounting policies or regulatory environment of the Group as compared with the year ended 31 December 2025.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the 2024 annual general meeting held on 17 June 2025, 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.

AGM

A notice convening the AGM to be held at Salon III-IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 9:30 a.m. on Tuesday, 23 June 2026 is set out on pages 15 to 18 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 2025 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
TAO Tianhai
Chairman

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 13,512,466,348 Shares in issue and the Company had no Treasury Shares.

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 1,351,246,634 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the resolution in relation thereto.

If the Company purchases any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares is made.

To the extent that any Treasury Shares are deposited with the Central Clearing and Settlement System (CCASS) pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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. On the other hand, Shares bought back and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association, the applicable laws of Hong Kong and the Listing Rules. Shares buy-back will only be made when the Directors believe that it is in the best interests of the Company and the Shareholders as a whole.

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 utilised 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 2025). 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 2025) 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**
	HK$	*HK$*
May 2025	1.20	1.02
June 2025	1.23	0.99
July 2025	1.53	1.19
August 2025	1.67	1.42
September 2025	1.63	1.41
October 2025	1.57	1.34
November 2025	1.50	1.30
December 2025	1.45	1.16
January 2026	1.82	1.19
February 2026	1.80	1.54
March 2026	1.58	1.29
April 2026	1.70	1.30
May 2026 (up to and including the Latest Practicable Date)	2.04	1.61

5. DIRECTORS' UNDERTAKING AND DISCLOSURE OF INTERESTS

The Directors will, so far as the same may be applicable, exercise the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and applicable laws. The Directors consider that neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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.

As at the Latest Practicable Date, Sinochem Hong Kong (Group) Company Limited ("**Sinochem Hong Kong**") held 5,183,735,902 Shares in the Company, representing approximately 38.36% 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 42.63% of the total number of Shares in issue (if the number of Shares held remain unchanged). Such increase would give rise to an obligation on Sinochem Hong Kong to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the power to buy back Shares to such extent as would result in an obligation to make a mandatory offer on the part of Sinochem Hong Kong.

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.

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

MR. TAO TIANHAI – EXECUTIVE DIRECTOR AND CHAIRMAN

Mr. TAO, who was born in October 1975, has been the Chairman of the Company since 11 March 2025, and shouldering the work and responsibilities of the Chief Executive Officer at the same time. Mr. TAO joined the Company in July 2000 and held various management positions in China Jin Mao (Group) Co., Ltd., a subsidiary, including the manager of the corporate planning department and the general manager of the strategic planning department. He had successively served as the general manager of the strategic operations department, general manager of the cost contracting department and assistant to the president of the Company from October 2009. Mr. TAO had been a vice president of the Company since January 2017, a senior vice president of the Company since October 2017, and an executive Director and Chief Executive Officer of the Company since April 2023. Mr. TAO also serves as a director or chairman of a number of subsidiaries of the Company, including Shanghai Jinmao Investment Management Group Co., Limited, Beijing Jinmao Xinghua Enterprise Management Co., Ltd. and Jinmao Capital Holdings Limited. Mr. TAO has more than 25 years of experience in corporate management and project investment. Mr. TAO obtained a bachelor's degree in library science from the School of International Business Administration of Northeast Normal University in July 1997 and a master's degree in political economy from the School of Economics of Fudan University in July 2000.

The Company has entered into a letter of appointment with Mr. TAO. The term of office of Mr. TAO as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. TAO is entitled to an annual salary of RMB1,179,996, plus applicable benefits and discretionary bonus. Mr. TAO's emoluments are determined by the Board with reference to his duties and responsibilities, individual performance and the results of the Company. Mr. TAO will not receive any director's fee for serving as an executive director of the Company.

As at the Latest Practicable Date, Mr. Tao holds 10,800,000 Shares of the Company. Save as disclosed above, Mr. TAO has no and is not deemed to have any interest or short position in 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. TAO 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. TAO 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. TAO that needs to be brought to the attention of the Shareholders.

MS. QIAO XIAOJIE (喬曉潔, WITH THE FORMER CHINESE NAME OF 喬曉杰) – EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER

Ms. QIAO, who was born in October 1973, has been an executive Director and Chief Financial Officer of the Company since April 2023, and has concurrently served as the chief legal counsel and chief compliance officer of the Company since May 2025. Ms. QIAO joined the Company in February 2008 and served as the general manager of the financial management department until January 2013. She then joined Sinochem Group Co., Ltd. and had served successively as the deputy general manager of the accounting management department, the deputy general manager and the general manager of the analysis and evaluation department and the deputy director of the strategy implementation department from January 2013 to September 2017. Ms. QIAO rejoined the Company as the deputy financial controller in September 2017, concurrently served as the general manager of the financial capital centre from May 2021 to April 2023. Ms. QIAO has been a non-executive director of Jinmao Property Services Co., Limited (stock code: 00816) since August 2021. She is also a director of a number of subsidiaries of the Company including Beijing Chemsunny Property Co., Ltd. and Jinmao Capital Holdings Limited. Prior to joining the Company, Ms. QIAO had successively held management positions such as accounting head and deputy general manager in the finance department of Beijing Three Gorges Economic Development Group and China Resources Land (Beijing) Company Ltd. from July 1995 to February 2008. Ms. QIAO has over 25 years of experience in corporate finance and financial management. Ms. QIAO obtained a bachelor's degree in accounting from North China University of Technology in July 1995 and a master's degree in accounting from Central University of Finance and Economics in December 2006. Ms. QIAO possesses the qualification of a professor-level senior accountant and is a member of The Chinese Institute of Certified Public Accountants. Ms. QIAO is also a certified management accountant of The Institute of Management Accountants of the United States of America.

The Company has entered into a letter of appointment with Ms. QIAO. The term of office of Ms. QIAO as a Director is three years, subject to the provisions of retirement under the Articles of Association. Ms. QIAO is entitled to an annual salary of RMB1,039,992, plus applicable benefits and discretionary bonus. Ms. QIAO's emoluments are determined by the Board with reference to her duties and responsibilities, individual performance and the results of the Company. Ms. QIAO will not receive any director's fee for serving as an executive director of the Company.

As at the Latest Practicable Date, Ms. QIAO holds 4,500,000 Shares of the Company. Save as disclosed above, Ms. QIAO has no and is not deemed to have any interest or short position in 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, Ms. QIAO 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 Ms. QIAO 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 Ms. QIAO that needs to be brought to the attention of the Shareholders.

MR. CUI YAN – NON-EXECUTIVE DIRECTOR

Mr. CUI, who was born in January 1970, has been a non-executive Director of the Company since June 2025. Mr. CUI joined Sinochem Holdings Corporation Ltd. in 2002 and worked in the industrial mechanical business department of Sinochem International Tendering Co., Ltd. Before that, Mr. CUI worked in China Industrial Machinery Import and Export Corporation. From May 2009 to May 2017, Mr. CUI served successively as the deputy general manager of Sinochem International Tendering Co., Ltd., the director of human resources department of Sinochem Holdings and the executive vice dean of Sinochem Management Institute. From May 2017 to June 2025, Mr. CUI served as the vice president of the financial business division of Sinochem Holdings, and successively held multiple senior positions, including deputy general manager, general manager and chairman of the board, in several subsidiaries of Sinochem Holdings, including Sinochem Commerce Co., Ltd., Sinochem Capital Investment Management Co., Ltd and Sinochem Environment Holdings Co., Ltd. Mr. CUI is currently a full-time external director of subsidiary(ies) of Sinochem Holdings. Mr. CUI has served as a non-independent director of Luxi Chemical Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000830) since July 2025, and a non-executive director of Jinmao Property Services Co., Limited (stock code: 00816) since December 2025. Mr. CUI served as a non-executive Director and a member of the Remuneration and Nomination Committee of the Company from June 2015 to August 2017. Mr. CUI has nearly 25 years of experience in large-scale enterprise management, human resources management, and corporate investment and financing. Mr. CUI graduated from the Beijing Institute of Technology, majoring in mechanical design and manufacturing, and received his bachelor's degree and master's degree in 1991 and 1994, respectively. Mr. CUI obtained his doctorate degree in economics, majoring in labour economics from the Chinese Academy of Social Sciences in 2020.

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

As at the Latest Practicable Date, Mr. CUI has no and is not deemed to have any interest or short position in 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. CUI 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. CUI 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. CUI that needs to be brought to the attention of the Shareholders.

MR. LIU WEN – NON-EXECUTIVE DIRECTOR

Mr. LIU, who was born in July 1967, has been a non-executive Director of the Company since June 2025. Mr. LIU joined China Bluestar Chemical Cleaning Corporation in October 1992 and successively served as the assistant to the general manager of the Northwest Branch Office and the deputy director of the finance office of the head office. From January 2002 to July 2004, Mr. LIU successively served as the deputy director of the asset management department, the director of the policy and regulation office, the deputy director and director of the finance office of China Bluestar (Group) Limited. From July 2004 to September 2013, Mr. LIU served as the deputy director and the head of the funding division of the finance department of China National Chemical Corporation Ltd. ("**ChemChina**"). From September 2013 to June 2021, Mr. LIU served as the deputy chief auditor of ChemChina, during which, he temporarily served as a member of the Standing Committee of the CPC Jixi Municipal Committee and Deputy Mayor of Jixi City from April 2016 to April 2018. From June 2021 to June 2025, Mr. LIU served as the deputy director of the audit department of Sinochem Holdings, and successively served as the supervisor in several subsidiaries of Sinochem Holdings, including Sinochem Information Technology Co., Ltd. and China Bluestar Chengrand Co., Ltd. Mr. LIU is currently a full-time external director of subsidiary(ies) of Sinochem Holdings. He has served as a non-independent director of Sinochem International Corporation (a company listed on the Shanghai Stock Exchange, stock code: 600500) since July 2025. Mr. LIU has nearly 35 years of experience in the financial management and audit supervision of large-scale enterprises. Mr. LIU graduated from the Department of Management Science of Shandong University in 1989, majoring in management science. Mr. LIU obtained a master's degree in business administration (EMBA) from Guanghua School of Management, Beijing University in 2006.

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

As at the Latest Practicable Date, Mr. LIU has no and is not deemed to have any interest or short position in 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. LIU 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. LIU 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. LIU that needs to be brought to the attention of the Shareholders.

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 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting (the "**AGM**") 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 at 9:30 a.m. on Tuesday, 23 June 2026 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 2025.

2. To re-elect Mr. TAO Tianhai as an executive director of the Company.

3. To re-elect Ms. QIAO Xiaojie as an executive director of the Company.

4. To re-elect Mr. CUI Yan as a non-executive director of the Company.

5. To re-elect Mr. LIU Wen as a non-executive director of the Company.

6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

7. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

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

8. "**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 recognised 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) (the "**Listing Rules**") or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

(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 (excluding treasury shares of the Company ("**Treasury Shares**") which shall have the meaning ascribed to it under the Listing Rules, if any) 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 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."

9. "**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 into shares, or options, warrants or similar rights to subscribe for any shares), and/or to sell or transfer Treasury Shares out of treasury, 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 and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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, (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 (excluding Treasury Shares, if any) 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 8(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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

10. "**THAT**:

conditional upon the passing of Resolutions No. 8 and No. 9, the general mandate granted to the directors of the Company pursuant to Resolution No. 9 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. 8 provided that such aggregate number of shares shall not exceed 10% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) 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
TAO Tianhai
Chairman

Hong Kong, 1 June 2026

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 Wednesday, 17 June 2026 to Tuesday, 23 June 2026, 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 Tuesday, 16 June 2026. Shareholders whose names are recorded in the register of member of the Company on Tuesday, 23 June 2026 are entitled to attend the AGM.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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 1 June 2026, 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.

(7) With respect to the Ordinary Resolution No. 9, 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.

(8) 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 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. TAO Tianhai (Chairman), Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Mr. CUI Yan, Mr. LIU Wen, Mr. CHEN Yijiang and Ms. WANG Wei as Non-executive Directors; and Mr. LIU Feng, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.