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2 December 2021

Expect Merger to Complete Sometime in 2022

预期合并将在2022年完成

- Shanghai Jin Jiang Capital (the "Company") and its parent company entered into a merger agreement whereby the parent company will buy the Company's H shares for HK\$3.10 per share. If the deal goes through, the Company would delist from the Hong Kong Stock Exchange and the Company's H Shares would be cancelled.
- We believe that the biggest potential hurdle is the possibility that over 10% of Independent H shareholders votes against the merger. We expect that the merger will most likely be approved by the relevant government authorities. The merger must also be approved by special resolution with 75% of voting Independent H shareholders in favor and not more than 10% voting against it. Given the significant premium of the merger price, we expect that the merger will most likely pass this hurdle. The merger is expected to close some time in 2022.
- We increase the Company's target price from HK\$2.40 to HK\$2.90 and downgrade our investment rating from "Buy" to "Neutral". The Company's share price has increased 72.0% since our last Company Report published on 9 September, and we think now is a good time to take profits. Since there is risk that the merger does not finalize, our target price is a 6.9% discount to the merger price of HK\$3.10. Should the merger not go through, we would expect the share price to decline, but that it would be limited. With most (80.4% in 2019, 87.1% in 2020 and 89.0% in 1H2021) of its revenue being generated within mainland China, we think that the Company is well positioned to take advantage of China's ongoing travel recovery.
- 上海锦江资本("公司")与其母公司签订合并协议,其母公司将以每股3.10港元的价格收购公司的H股股份。若合并成功,公司将从香港交易所退市,其H股股份将予以注销。
- 我们认为合并最大的潜在障碍在于超过 10%的独立 H 股股东投票反对的可能性。我们预 计此次合并方案大概率会得到相关政府部门的批准。合并还须获得至少 75%的独立 H 股 股东投票通过并且不超过 10%的股东投票反对的特别决议案通过后方可批准。鉴于合并价 格溢价显著,我们预计合并协议将大概率通过以上条件。合并预计将于 2022 年完成。
- 我们将公司目标价由 2.40 港元上调至 2.90 港元,并将投资评级由"买入"下调至"中性"。自我们 9 月 9 日发布上一份公司报告以来,公司股价已上涨 72.0%,我们认为现在是获利的好时机。鉴于合并仍有无法完成的风险,我们的目标价较 3.10 港元的合并价格有 6.9%的折让。若合并失败,我们预计公司股价将下跌,但下跌空间有限。由于公司的大部分收入来自中国内地(2019 年占比 80.4%,2020 年占比 87.1%,2021 年上半年占比 89.0%),我们认为公司已做好充分准备,有望把握中国旅游市场的持续复苏。

Rating:	Neutral Downgraded
评级:	中性 (下调)
6-18m TP 目标价: Revised from 原目标价:	HK\$2.90 HK\$2.40
Share price 股价:	HK\$2.890

Stock performance 股价表现



Change in Share Price	1 M	3 M	1 Y
股价变动	1 个月	3个月	1年
Abs. % 绝对变动 %	63.3	81.8	124.0
Rel. % to HS Index 相对恒指变动 %	69.0	86.0	131.4
Avg. Share price(HK\$) 平均股价(港元)	2.2	1.9	1.6

Source: Bloomberg, Guotai Junan International

Year End	Turnover	Net Profit	EPS	EPS	PER	BPS	PBR	DPS	Yield	ROE
年结	收入	股东净利	每股净利	每股净利变动	市盈率	每股净资产	市净率	每股股息	股息率	净资产收益率
12/31	(RMB m)	(RMB m)	(RMB)	(∆ %)	(x)	(RMB)	(x)	(RMB)	(%)	(%)
2019A	20,977	676	0.121	(11.7)	21.4	1.650	1.6	0.000	0.0	5.3
2020A	14,201	298	0.054	(55.4)	45.1	1.706	1.4	0.000	0.0	3.2
2021F	18,687	114	0.020	(63.0)	118.5	1.793	1.3	0.000	0.0	1.2
2022F	20,570	441	0.079	295.0	30.0	1.871	1.3	0.000	0.0	4.3
2023F	21,914	568	0.102	29.1	23.2	2.020	1.2	0.000	0.0	5.2
Shares in issu	ue (m) 总股数	(m)		8,511.0	Major sł	nareholder 大股	东	Jin	Jiang Interi	national 75.0%
Market cap. (HK\$m)市值(HK\$ m)			Free float (%) 自由流通比率(%)					25.0
3 month aver	age vol. 3 个月	平均成交股数('00	00)	3,372.1	FY21 Net gearing (%) FY21 净负债/股东资金 (%)				42.4	
52 Weeks hig	h/low (HK\$) 52	2周高/低 (HK\$)		2.930 / 1.160	FY21 Est. NAV (HK\$) FY21 每股估值(港元)				3.4	

Source: the Company, Guotai Junan International.

See the last page for disclaimer

Jinjiangcapital (02006 HK)

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资本

Shanghai Jin Jiang Capital (the "Company") and its parent company entered into a merger agreement whereby the parent company will buy the Company's H shares for HK\$3.10 per share. On 24 November 2021, the Company and its parent company, Jin Jiang International Holding Company Limited (the "Offeror"), a company incorporated in the PRC and the controlling shareholder interested in 75% of the issued share capital of the Company, entered into a merger agreement. If the deal goes through, the Offeror would pay HK\$3.10 per H share to the H shareholders in cash and the Company would delist from the Hong Kong Stock Exchange and the Company's H shares would be cancelled.

We expect that the merger will most likely be approved by the relevant government authorities. The merger is subject to the satisfaction of a precondition, namely, that the merger is approved by all relevant government authorities (the National Development and Reform Commission of the PRC, Ministry of Commerce of the PRC, State Administration of Foreign Exchange of the PRC, State-owned Assets Supervision and Administration Commission of the State Council, and such other applicable governmental approvals). If the precondition is not satisfied by 23 November 2022 ("long-stop date"), the merger agreement will automatically be terminated. The Offeror is owned 71% by Shanghai Municipal State-owned Assets Supervision and Administration Commission (Shanghai SASAC), 19% by Shanghai Land (Group) Co., Ltd. which is wholly-owned by Shanghai SASAC and 10% by Shanghai Municipal Finance Bureau. Given the close government connections, we expect that the merger will be approved by all relevant government authorities and that risk of non-approval is minimal.

The merger must also be approved by special resolution with 75% of voting independent H shareholders in favor and not more than 10% voting against it. After the precondition is satisfied, the merger must first pass special resolution by a majority of not less than two-thirds of votes cast at an extraordinary general meeting to approve the merger. We expect that this condition will be met since the Offeror has 75% interest in the Company. Secondly, an H shareholders' meeting would be convened and at least 75% of voting independent H shareholders (voting H shareholders other than the Offeror) would need to vote in favor of the merger. Moreover, the merger would not be approved if more than 10% of the independent H shareholders vote against it. If these conditions are not satisfied by 23 November 2022, the merger agreement will be terminated. **We believe that the biggest potential hurdle is the possibility that over 10% of independent H shareholders votes against the merger.** However, given the significant premium of the merger price, we expect that the merger will most likely pass this hurdle.

The merger price of HK\$3.10 per H share is a premium of 86.8% over the average closing price of HK\$1.66 per for the 90 trading days prior to and including 16 November 2021, the last full trading day prior to the H shares trading halt. It is also a premium of 63.2%, 77.1% and 85.6%% over the average closing prices 5, 30, and 60 trading days prior to and including 16 November 2021.

The merger is expected to close some time in 2022. The merger has until 23 November 2022 to close, otherwise the merger agreement would be terminated. Regarding the timing, it is difficult to predict how long it might take the relevant governmental authorities to consider and approve the merger. Upon satisfaction of the precondition and all the conditions, the Company would apply to the Hong Kong stock exchange for voluntary withdrawal of its H shares from the Hong Kong stock exchange. The Company would also issue separate announcements notifying H shareholders of the proposed withdrawal of listing and the exact dates the last day for dealing in H shares as well as when the formal delisting of the H shares would become effective. The listing of the H shares on the Hong Kong stock exchange will not be withdrawn if the merger is not approved or lapses or does not become unconditional for any reason.

We increase the Company's target price from HK\$2.40 to HK\$2.90 and downgrade our investment rating from "Buy" to "Neutral". The Company's share price has increased 72.0% since our last Company Report published on 9 September, and we think now is a good time to take profits. Since there is risk that the Merger will not finalize, our target price is a 6.9% discount to the merger price of HK\$3.10. Should the Merger not go through, we would expect the share price to decline, but that it would be limited. With most (80.4% in 2019, 87.1% in 2020 and 89.0% in 1H2021) of its revenue being generated within mainland China, we think that the Company is well positioned to take advantage of China's ongoing travel recovery, which we expect to continue into 2022. Our target price is equivalent to 7.1x and 5.9x 2021F and 2022F EV/adjusted EBITDA, respectively, and is a 15.4% discount to our DCF derived NAV of HK\$3.43 per share.

2 December 2021

Company Report



Table-1: Jinjiangcapital Valuation and Target Price Based Multiples

		2020A	2021F	2022F	2023F
Target Price (HKD)	2.90				
Target Price (RMB)	2.44				
Shares Outstanding, Period End, Fully Diluted (mn)		5,566	5,566	5,566	5,566
TP Based Market Cap (RMB mn)		13,588	13,588	13,588	13,588
+ Period End Minority Interest (RMB mn)		10,360	9,459	9,142	8,829
+ Period End Borrowings (RMB mn)		17,478	18,207	18,368	17,514
 Period End Cash & Equivalents (RMB mn) 		9,496	9,871	10,396	10,176
Year End Enterprise Value (RMB mn)		31,930	31,383	30,702	29,756
Adjusted EBITDA (RMB mn)		2,517	4,424	5,168	5,402
TP Based EV/Adjusted EBITDA		12.7	7.1	5.9	5.5

Source: the Company, Guotai Junan International.

Table-2: Jinjiangcapital DCF Valuation

Risk free rate	1.55%	Sum of PV FCFF (RMB mn)	19,752
Market return	9.65%	+ PV Terminal Value (RMB mn)	14,106
Market risk premium	8.10%	Enterprise Value (RMB mn)	33,858
Adj. beta	1.1	 Net Debt/(cash) (RMB mn) 	8,336
Equity discount rate	10.46%	- Minority Interest (RMB mn)	9,459
		Total NAV (RMB mn)	16,063
After tax cost of debt	4.2%		
D/(D+E)	30.0%	Shares Outstanding (mn)	5,566.0
E/(D+E)	70.0%	NAV per Share (RMB)	2.89
WACC	8.6%	Exchange Rate	0.84
		NAV per Share (HKD)	3.43
Long-term growth rate	2.5%		

Source: Bloomberg, the Company, Guotai Junan International.

Table-3: Peers Comparison

Company	Company Stock Cncy Last Mkt PE				EV /	Adjuste	d EBITD	A	ROE(%)	PBR				
	Code		Price	Сар	20A	21F	22F	23F	20A	21F	22F	23F	21F	21F
HK Listed														
Huazhu Group Ltd	01179 HK	HKD	30.25	98,841	n.a.	n.a.	n.a.	n.a.	n.a.	49.0	16.0	12.6	3.8	n.a.
Shangri-La Asia	069 HK	HKD	6.27	22,481	n.a.	n.a.	n.a.	20.5	2,085.2	54.7	24.4	16.8	(4.8)	0.5
Hk&S Hotels	045 HK	HKD	7.09	11,694	n.a.	n.a.	228.7	n.a.	774.8	n.a.	n.a.	n.a.	(1.8)	n.a.
Shanghai Jin-H	02006 HK	HKD	2.89	16,086	47.9	n.a.	24.3	38.0	7.5	n.a.	n.a.	n.a.	1.1	1.3
Regal Hotel Intl	078 HK	HKD	3.07	2,759	n.a.	n.a.	n.a.	n.a.	43.3	n.a.	n.a.	n.a.	n.a.	n.a.
Sino Hotels	01221 HK	HKD	2.20	2,514	n.a.	n.a.	n.a.	n.a.	69.4	82.1	n.a.	n.a.	(2.2)	0.6
Paliburg Hldgs	0617 HK	HKD	2.00	2,229	n.a.	n.a.	n.a.	n.a.	119.2	n.a.	n.a.	n.a.	n.a.	n.a.
Century City Int	0355 HK	HKD	0.43	1,331	n.a.	n.a.	n.a.	n.a.	126.7	n.a.	n.a.	n.a.	n.a.	n.a.
Simple Average					47.9	n.a.	126.5	29.3	n.a.	62.0	20.2	14.7	(0.8)	0.8
Weighted Avg.					47.9	n.a.	110.3	27.8	n.a.	50.7	17.5	13.4	1.7	0.2
U.S. Listed														
Huazhu Group-Adr	HTHT US	USD	40.88	13,357	n.a.	250.8	37.9	24.0	80.8	51.3	16.8	13.2	3.8	7.3
Bluegreen Vacati	BVH US	USD	29.15	620	n.a.	14.4	10.3	9.3	n.a.	n.a.	n.a.	n.a.	8.1	2.5
Choice Hotels	CHH US	USD	140.07	7,792	103.0	33.2	28.7	26.6	21.0	21.4	19.0	17.2	195.6	28.5
Greentree Ho-Adr	GHG US	USD	7.57	780	20.5	11.2	9.1	7.6	n.a.	6.2	4.2	3.7	19.8	2.1
Hyatt Hotels-A	H US	USD	77.83	8,558	n.a.	n.a.	120.9	41.6	n.a.	40.0	15.2	11.8	(7.2)	2.7
Hilton Grand Vac	HGV US	USD	45.35	5,435	n.a.	55.3	22.8	16.8	66.0	22.8	11.2	9.3	7.1	3.4
Hilton Worldwide	HLT US	USD	129.96	36,223	n.a.	58.5	29.6	23.3	64.9	26.7	18.0	15.5	(52.5)	(41.9)
Intercontin-Adr	IHG US	USD	59.46	10,894	n.a.	n.a.	n.a.	n.a.	n.a.	21.6	14.3	11.9	(11.3)	n.a.
Marriott Intl-A	MAR US	USD	142.50	46,410	n.a.	49.4	26.8	20.9	42.7	25.0	16.4	13.9	109.0	35.3
Playa Hotels & R	PLYA US	USD	6.84	1,124	n.a.	n.a.	103.6	20.9	n.a.	26.2	11.4	9.0	(14.8)	2.1
Marriott Vacatio	VAC US	USD	146.99	6,261	n.a.	39.4	14.8	12.7	21.7	12.3	9.4	8.5	3.2	2.1
Wyndham Hotels &	WH US	USD	76.42	7,121	n.a.	25.6	21.7	18.3	19.1	16.0	14.2	12.8	21.2	6.1
Simple Average					61.8	59.8	38.7	20.2	45.2	24.5	13.6	11.5	23.5	4.6
Weighted Avg.					95.5	70.7	34.3	22.7	50.6	27.1	16.0	13.6	32.9	4.1

Source: Bloomberg, Guotai Junan International. Note: All data and forecasts are taken from Bloomberg.

Company Report



Financial Statements and Ratios

	Income	Statement				
Year end 31 Dec (RMB m)	2019A	2020A	2021F	2022F	2023F	
Select service hotels China	10,695	7,833	11,452	12,792	13,713	
Select service hotels abroad	4,104	1,837	1,670	1,788	1,885	
Vehicles & logistics	2,543	2,578	2,934	3,089	3,197	
Full service hotels	2,046	1,176	1,791	1,999	2,163	
Travel agency	1,123	302	281	307	332	
Food, restaurants & other	467	475	560	595	624	
Total revenue	20,977	14,201	18,687	20,570	21,914	
Cost of sales	(11.005)	(11 450)	(12,006)	(11 024)	(15 000)	
	(14,905)	(11,459)	(13,996)	(14,934)	(15,800)	
Gross profit	6,072	2,742	4,690	5,636	6,114	
Selling, marketing & admin	(3,816)	(3,645)	(3,831)	(3,805)	(3,988)	
Adjusted operating profit	2,256	(903)	(0,001) 860	1,831	2,126	
Adjusted operating profit	2,200	(300)	000	1,001	2,120	
Other income & gains	779	2,875	810	604	567	
Impairment on financial assets	(5)	(66)	0	0	0	
Other expenses & losses	(117)	(225)	(93)	(103)	(110)	
Operating profit	2,913	1,681	1,576	2,331	2,583	
J.V.'s & associates	277	132	246	271	289	
Finance expense (net)	(965)	(924)	(1,546)	(1,528)	(1,469)	
Profit before tax	2,225	889	276	1,074	1,404	
Income tax	(583)	(402)	(74)	(283)	(359)	
Profit after tax	1,642	487	202	792	1,044	
Non-controlling interest	(966)	(188)	(89)	(351)	(476)	
Shareholders' profit / loss	676	298	114	441	568	
	0.404	0.054	0.000	0.070	0.400	
Basic & diluted EPS	0.121	0.054	0.020	0.079	0.102	
Adjusted EPS	0.056	(0.280)	(0.052)	0.035	0.063	

	Cash Flow Statement										
Year end 31 Dec (RMB m)	2019A	2020A	2021F	2022F	2023F						
Profit before tax	2,225	889	276	1,074	1,404						
D&A	3,079	3,005	3,008	2,812	2,749						
Other non-cash adjustments	(1,031)	(3,726)	(1,635)	(1,869)	(1,902)						
Changes in working capital	(310)	(444)	126	(77)	(48)						
Cash from Operating Activities	3,963	(276)	1,775	1,940	2,203						
Disposals of PP&E and other	273	419	258	266	274						
Disposal of financial assets	917	1,609	(213)	83	81						
Purchase of PP&E	(1,260)	(890)	(485)	(551)	(599)						
Purchase of intangible assets	(153)	(159)	(93)	(94)	(94)						
Purchase financial assets	(943)	(673)	Ó	Ó	Ó						
Change in deposits	(43)	(515)	(279)	(287)	(296)						
Interests received	84	56	70	72	74						
Dividends received	462	470	466	480	495						
Loans to related parties	1	(102)	0	0	0						
Others	0	(58)	(59)	(61)	(63)						
Cash from Investing Activities	(662)	158	(334)	(91)	(128)						
Change in borrowings	(2,364)	(48)	729	161	(854)						
Lease payments	(1,230)	(1,793)	(1,043)	(1,043)	(1,043)						
Dividends paid	(909)	(837)	(462)	(346)	(311)						
Equity acquisition	(319)	(31)	Ó	Ó	Ó						
Others	30	1,006	0	0	0						
Cash from Financing Activities	(4,792)	(1,704)	(776)	(1,228)	(2,208)						
Cash at Beg of Year	11,446	9,962	8,112	8,777	9,397						
Net Changes in Cash	(1,491)	(1,822)	665	621	(133)						
Exchange rate effect	8	(28)	0	0	0						
Cash at End of Year	9,962	8,112	8,777	9,397	9,265						

Source: the Company, Guotai Junan International.

Balance Sheet										
Year end 31 Dec (RMB m)	2019A	2020A	2021F	2022F	2023F					
PP&E	11.038	10,239	9,483	8,975	8,584					
Right-of-use assets	11,786	11,615	10,838	10,061	9,285					
Investment properties	465	433	411	389	367					
Intangible assets	18.514	18,682	18,775	18,869	18.964					
Investments (equity)	1,813	2,159	2,236	2,169	2,104					
Financial assets fair value	3,187	2,242	2,263	2,195	2,129					
Deferred income tax assets	416	611	580	612	644					
Others	790	736	654	741	789					
Total non-current assets	48,009	46,716	45,241	44,012	42,866					
Assets held for sale	0	835	302	296	290					
Financial assets	714	561	752	737	722					
Inventories	319	281	262	288	285					
Receivables & prepayments	3,608	3,824	4.672	4,731	4.821					
Restricted cash & deposits	3,008 784	3,824 1,383	4,072 1,094	999	4,021 911					
Cash & cash equivalents	9,962	8,112	8,777	9,397	9,265					
Total current assets	9,902 15,387	14,997	15,858	9,397 16,448	9,205 16,294					
Total current assets	15,507	14,997	15,656	10,440	10,294					
Total assets	63,395	61,713	61,099	60,460	59,159					
Short-term borrowings	2,762	2,541	7,205	3,185	3,008					
Lease liabilities	1,634	1,594	1,553	1,513	1,472					
Income tax & derivatives	355	461	246	263	282					
Trade & other payables	8,703	8,358	8,561	8,764	8,967					
Contract liabilities	1,236	1,155	1,075	994	913					
Total current liabilities	14,690	14,108	18,640	14,719	14,642					
Long-term borrowings	14,524	14,937	11,002	15,183	14,506					
Lease liabilities	9,996	9,472	8,469	7,466	6,463					
Income tax liabilities	2,039	2,021	1,839	1,657	1,476					
Trade & other payables	2,354	1,202	1,581	1,741	1,855					
Contract liabilities	201	120	128	136	143					
Total non-current liabilities	29,115	27,752	23,019	26,183	24,443					
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Total liabilities	43,804	41,860	41,659	40,902	39,085					
Total shareholders' equity	9,185	9,493	9,981	10,416	11,246					
Minority interest	10,406	10,360	9,459	9,142	8,829					
Total equity	19,591	19,853	19,440	19,558	20,075					
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Balanco Shoot

Financial Ratios								
	2019A	2020A	2021F	2022F	2023F			
Margins								
Gross margin (%)	28.9	19.3	25.1	27.4	27.9			
Operating margin (%)	13.9	11.8	8.4	11.3	11.8			
Net profit margin (%)	3.2	2.1	0.6	2.1	2.6			
Adj. EBITDA margin (%)	27.8	17.7	23.7	25.1	24.7			
Liquidity & leverage								
Leverage (i.e., gearing) (%)	74.3	88.6	92.7	94.2	88.4			
Net gearing (%)	28.0	40.5	42.4	40.9	37.0			
Interest coverage ratio (%)	233.7	-97.7	55.6	119.8	144.7			
Current ratio (x)	1.05	1.06	0.85	1.12	1.11			
Return ratios								
ROA (%)	2.1	2.5	2.3	2.7	0.8			
ROE (%)	5.3	3.2	1.2	4.3	5.2			
Return on invested capital (%)	5.4	1.8	0.7	2.9	3.8			

Jinjiangcapital 锦江资本 (02006 HK)

Company Rating Definition

The Benchmark: Hong Kong Hang Seng Index

Time Horizon: 6 to 18 months

Rating		Definition
Buy	买入	Relative Performance>15%; or the fundamental outlook of the company or sector is favorable.
Accumulate	收集	Relative Performance is 5% to 15%; or the fundamental outlook of the company or sector is favorable.
Neutral	中性	Relative Performance is -5% to 5%; or the fundamental outlook of the company or sector is neutral.
Reduce	减持	Relative Performance is -5% to -15%; or the fundamental outlook of the company or sector is unfavorable.
Sell	卖出	Relative Performance <-15%; or the fundamental outlook of the company or sector is unfavorable.

Sector Rating Definition

The Benchmark: Hong Kong Hang Seng Index

Time Horizon: 6	to 18 months		
Rating		Definition	
Outperform	跑赢大市	Relative Performance>5%; or the sector is favorable.	
Neutral	中性	Relative Performance is -5% to 5%; or the fundamental outlook of the sector is neutral.	
Underperform	跑输大市	Relative Performance<-5%; Or the fundamental outlook of the sector is unfavorable.	

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