

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



北京京客隆商業集團股份有限公司

BEIJING JINGKELONG COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 814)

**VOTING RESULTS OF
THE 2019 ANNUAL GENERAL MEETING,
THE H SHARES CLASS MEETING
AND
THE DOMESTIC SHARES CLASS MEETING
HELD ON 23 JUNE 2020,
CHANGE OF AUDITOR
AND
CHANGE OF PAYMENT DATE OF FINAL DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2019**

The Board is pleased to announce that the 2019 Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting were held on 23 June 2020. Apart from the special resolution numbered 7 proposed at the 2019 Annual General Meeting, and the special resolutions proposed at the H Shares Class Meeting and the Domestic Shares Class Meeting, all the other respective proposed ordinary resolutions and special resolutions as set out in the Notices of 2019 Annual General Meeting were duly passed by way of poll at the 2019 Annual General Meeting.

Reference is made to the circular (the “**Circular**”) of Beijing Jingkelong Company Limited* (北京京客隆商業集團股份有限公司) (the “**Company**”) dated 29 April 2020 in relation to, among other things, proposals for (i) the change of auditor of the Company, (ii) the general mandate to issue Shares, (iii) the general mandate to repurchase H shares, (iv) the general mandate to issue Short Term Debentures, and (v) the amendments to the Articles of Associations and other matters contained in the notices of the 2019 Annual General Meeting and the Class Meetings. Unless defined otherwise, the terms used herein shall have the same meanings as those defined in the Circular.

The 2019 Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting were held on 23 June 2020 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China.

The Board is pleased to announce that the proposed ordinary resolutions and special resolutions (other than the special resolution numbered 7) as set out in the notices of the 2019 Annual General Meeting, were duly passed by way of poll. The Board further announces that the proposed special resolution numbered 7 as set out in the notice of the 2019 Annual General Meeting and the proposed special resolutions as set out in the notice of the H Shares Class Meeting and the Domestic Shares Class Meeting were not passed by way of poll.

POLL RESULTS OF THE 2019 ANNUAL GENERAL MEETING

The poll results in respect of the ordinary resolutions proposed at the 2019 Annual General Meeting were as follows:

	ORDINARY RESOLUTIONS	Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
		For	Against	
1.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2019.	224,982,068 (96.62%)	7,861,000 (3.38%)	232,843,068
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2019.	224,982,068 (96.62%)	7,861,000 (3.38%)	232,843,068
3.	To consider and receive the audited consolidated financial statements of the Company and the Auditors’ Report for the year ended 31 December 2019.	223,999,168 (96.20%)	8,843,900 (3.80%)	232,843,068

4.	To consider and approve the appointment of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)) as the auditors of the Company for the period from the conclusion of the 2019 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020, and to authorize any committees of the Board of Directors of the Company to determine its remuneration.	224,982,068 (96.62%)	7,861,000 (3.38%)	232,843,068
5.	To consider and approve the profit distribution of the Company for the year ended 31 December 2019, including the payment of the final dividend of RMB0.08 per share (tax inclusive) of the Company.	224,982,068 (96.62%)	7,861,000 (3.38%)	232,843,068

The poll results in respect of the special resolutions proposed at the 2019 Annual General Meeting were as follows:

	SPECIAL RESOLUTIONS	Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
		For	Against	
6.	To grant the general mandate to the Board of Directors of the Company to issue Domestic Shares and/or H Shares and to approve the related matters set out in the Circular.	223,999,168 (96.20%)	8,843,900 (3.80%)	232,843,068
7.	To grant the general mandate to the Board of Directors of the Company to repurchase H Shares and to approve the related matters set out in the Circular.	224,982,068 (96.62%)	7,861,000 (3.38%)	232,843,068
8.	To consider and approve the granting of a general mandate to the Board of Directors of the Company to issue Short Term Debentures in the PRC.	223,999,168 (96.20%)	8,843,900 (3.80%)	232,843,068
9.	To consider and approve the amendments to the Articles of Association set out in the Circular.	224,982,068 (96.62%)	7,861,000 (3.38%)	232,843,068

As more than 50% of the votes were cast in favour of each of the ordinary resolutions set out above, and more than two-thirds of the votes were cast in favour of each of the special resolutions set out above, all the ordinary resolutions and the special resolutions (other than the special resolution numbered 7) proposed at the 2019 Annual General Meeting were duly passed at the 2019 Annual General Meeting. Although more than two-thirds of the votes were cast in favour of the special resolution numbered 7

proposed at the 2019 Annual General Meeting, given that the special resolution proposed at the H Shares Class Meeting was not duly passed, the condition for passing the special resolution numbered 7 proposed at the 2019 Annual General Meeting was not fulfilled, and accordingly the special resolution numbered 7 is considered as not duly passed.

As at the date of the 2019 Annual General Meeting, the Company had an aggregate of 412,220,000 Shares in issue, of which 182,160,000 Shares were H Shares and 230,060,000 Shares were Domestic Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the above ordinary and special resolutions proposed at the 2019 Annual General Meeting was 412,220,000 Shares.

There was no Share entitling the Shareholder to attend and abstain from voting in favour at the 2019 Annual General Meeting as set out in rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any proposed ordinary or special resolution at the 2019 Annual General Meeting. There were no restrictions on the Shareholders to cast votes on any proposed ordinary or special resolution at the 2019 Annual General Meeting. None of the Shareholders had stated their intention in the Circular to vote against any proposed ordinary or special resolution or to abstain at the 2019 Annual General Meeting.

The Shareholders and authorised proxies holding an aggregate of 232,843,068 Shares, representing approximately 56.49% of the total number of Shares of the Company, were present at the 2019 Annual General Meeting.

POLL RESULTS OF THE H SHARES CLASS MEETING

The poll results in respect of the special resolution proposed at the H Shares Class Meeting were as follows:

SPECIAL RESOLUTION	Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
	For	Against	
To grant the general mandate to the Board of Directors of the Company to repurchase H Shares and to approve the related matters set out in the Circular.	982,900 (11.11%)	7,861,000 (88.89%)	8,843,900

As less than two-thirds of the votes were cast in favour of the above special resolution proposed at the H Shares Class Meeting, the above special resolution was not duly passed.

As at the date of the H Shares Class Meeting, there were 182,160,000 H Shares in issue. The total number of H Shares entitling the H Shareholders to attend and vote for or against the above special resolution proposed at the H Shares Class Meeting was 182,160,000 H Shares.

There was no H Share entitling the H Shareholder to attend and abstain from voting in favour at the H Shares Class Meeting as set out in rule 13.40 of the Listing Rules. No H Shareholder was required under the Listing Rules to abstain from voting on the proposed special resolution at the H Shares Class Meeting. There were no restrictions on the Shareholders to cast votes on the proposed special resolution at the H Shares Class Meeting. None of the Shareholders had stated their intention in the Circular to vote against the proposed special resolution or to abstain at the H Shares Class Meeting.

The H Shareholders and authorised proxies holding an aggregate of 8,843,900 H Shares, representing approximately 4.86% of the total number of H Shares of the Company, were present at the H Shares Class Meeting.

POLL RESULTS OF THE DOMESTIC SHARES CLASS MEETING

The poll results in respect of the special resolution proposed at the Domestic Shares Class Meeting were as follows:

SPECIAL RESOLUTION	Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
	For	Against	
To grant the general mandate to the Board of Directors of the Company to repurchase H Shares and to approve the related matters set out in the Circular.	223,999,168 (100.00%)	0 (0.00%)	223,999,168

Although more than two-thirds of the votes were cast in favour of the above special resolution proposed at the Domestic Shares Class Meeting, given that the special resolution proposed at the H Shares Class Meeting was not duly passed, the condition for passing the above resolution at the Domestic Shares Class Meeting was not fulfilled, and accordingly the above resolution is considered as not duly passed.

As at the date of the Domestic Shares Class Meeting, there were 230,060,000 Domestic Shares in issue. The total number of Domestic Shares entitling the Domestic Shareholders to attend and vote for or against the above special resolution proposed at the Domestic Shares Class Meeting was 230,060,000 Domestic Shares.

There was no Domestic Share entitling the Domestic Shareholder to attend and abstain from voting in favour at the Domestic Shares Class Meeting as set out in rule 13.40 of the Listing Rules. No Domestic Shareholder was required under the Listing Rules to abstain from voting on the proposed special resolution at the Domestic Shares Class Meeting. There were no restrictions on the Shareholders to cast votes on the proposed special resolution at the Domestic Shares Class Meeting. None of the Shareholders had stated their intention in the Circular to vote against the proposed special resolution or to abstain at the Domestic Shares Class Meeting.

The Domestic Shareholders and authorised proxies holding an aggregate of 223,999,168 Domestic Shares, representing approximately 97.37% of the total number of Domestic Shares, were present at the Domestic Shares Class Meeting.

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the scrutineer at each of the 2019 Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting for the purpose of vote-taking.

CHANGE OF PAYMENT DATE OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2019

Reference is made to the announcement of the Company dated 22 April 2020 in relation to, among others, that the final dividend for the year ended 31 December 2019 is expected to be paid on or before 22 August 2020.

The Company will pay final cash dividends of RMB0.08 per Share (tax inclusive) for the year ended 31 December 2019. The payment shall be made to Shareholders, whose names appear on the Company's registers of Domestic Shareholders and H Shareholders as at the end of Monday, 6 July 2020. The Board is pleased to notify the Shareholders that the expected payment date of final dividend will be changed and the final dividend is expected to be paid to the Shareholders on or before Friday, 31 July 2020. The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong which will receive the dividends declared by the Company on behalf of H Shareholders and distribute the dividends to the H Shareholders.

For distribution of the final cash dividends, cash dividends for Domestic Shareholders will be distributed and paid in Renminbi, while cash dividends for H Shareholders will be declared in Renminbi but paid in Hong Kong dollars (based on the average of the exchange rates for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five working days prior to 23 June 2020, the date of convening the 2019 Annual General Meeting at which the final dividends is approved by the Shareholders).

The average of the exchange rates for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five working days prior to 23 June 2020 is RMB0.914312 to HK\$1.00. Accordingly, the amount of final dividend payable per H Share is approximately HK\$0.087498 (tax inclusive).

The Company will withhold and pay the relevant income tax strictly in accordance with the relevant laws and requirements of the PRC and strictly based on the Company's register of its H Shareholders as at the end of 6 July 2020. Reference is made to the announcement of the Company dated 22 April 2020 for the detailed withholding rate. Shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Company.

CHANGE OF AUDITOR

The Board announces that Ruihua Certified Public Accountants LLP (瑞華會計師事務所(特殊普通合夥)) (“**Ruihua**”) has retired as the auditor of the Company upon the conclusion of the 2019 Annual General Meeting and Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)) was appointed as the auditor of the Company with effect from the conclusion of 2019 Annual General Meeting.

Ruihua has confirmed in writing that there are no disagreements or unresolved matters between the Company and Ruihua and that there are no matters in respect of its retirement as the auditor of the Company or other matters which should be brought to the attention of the Shareholders. The Board and the audit committee of the Company have also confirmed that there are no disagreements or unresolved matters between the Company and Ruihua.

By Order of the Board
Beijing Jingkelong Company Limited
Li Bo
Company Secretary

Beijing, the PRC
23 June 2020

As at the date of this announcement, the executive directors of the Company are Mr. Li Jianwen, Mr. Shang Yongtian, Ms. Li Chunyan and Mr. Zhang Liwei; the non-executive directors are Ms. Zhang Yan and Mr. Li Shunxiang; and the independent non-executive directors are Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward.

** For identification purpose only*