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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in **Beijing Jingkelong Company Limited**, you should at once hand this circular together with the enclosed proxy form and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR  
ELECTION OF THE SUPERVISOR,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2016 ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

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Notice convening the 2016 Annual General Meeting and the Class Meeting to be held on Friday, 26 May 2017 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China is set out in this circular.

Whether or not you are able to attend any of the 2016 Annual General Meeting or the Class Meetings, you are requested to complete and return the relevant enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by no less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the relevant meetings or at any adjournment should you so wish.

11 April 2017

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2016 Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering the proposed election of Supervisors, the proposed general mandate to issue Shares, the proposed general mandate to repurchase H Shares, the proposed general mandate to issue Short Term Debentures, the proposed amendments to the Articles of Association and the other matters contained in the Notice of 2016 Annual General Meeting
“2018 Annual General Meeting”	the annual general meeting of the Company to be held for the year ending 31 December 2018
“Articles of Association”	the articles of association of the Company
“Board”	the Board of Directors
“Class Meeting”	the extraordinary general meeting of the H Shareholders and the Domestic Shareholders, respectively, to approve, inter alia, certain matters referred to in this circular
“Company”	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 PRC, the H shares of which are listed on the Stock Exchange
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“the Company’s H-Share Registrar”	Computershare Hong Kong Investor Services Limited Registrar at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares(s) issued by the Company, with a denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	the overseas listed foreign ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 April 2017, being the latest practicable date for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (到境外上市公司章程必備條款) issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) or its successor authority
“Notice of 2016 Annual General Meeting”	the notice of the 2016 Annual General Meeting contained in this circular
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the conditional general mandate granted to the Board to repurchase H Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal value of H Shares in issue as at the date of passing of the relevant resolutions as set out in the notices convening the 2016 Annual General Meeting and the Class Meetings
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share (s)”	Domestic Share (s), A Shares (if issued) and H Share (s), as the context may require
“Shareholder (s)”	Domestic Shareholder (s), holder (s) of A Share (s) and H Shareholder (s), as the context may require
“Short Term Debentures”	the short term debentures, in one or more tranches, further details of which are contained in the Notice of 2016 Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor (s)”	the supervisor (s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

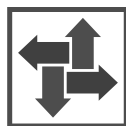
*If there is any inconsistency between the Chinese version of the name (s) of the person (s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.*

\* For identification purpose only

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LETTER FROM THE BOARD

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**北京京客隆**  
商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED

**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)**

*Executive Directors:*

Mr. Li Jianwen  
Mr. Shang Yongtian  
Ms. Li Chunyan  
Mr. Liu Yuejin

*Non-executive Directors:*

Mr. Wang Weilin  
Mr. Li Shunxiang

*Independent Non-executive Directors:*

Mr. Choi Onward  
Mr. Wang Liping  
Mr. Chen Liping

*Registered Office:*

Block No. 45  
Xinyuan Street  
Chaoyang District  
Beijing  
PRC

*Place of business in Hong Kong:*

20th Floor  
Alexandra House  
18 Chater Road  
Central, Hong Kong

11 April 2017

*To Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
ELECTION OF THE SUPERVISOR,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2016 ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) election of the Supervisor; (ii) the general mandate to issue Shares; (iii) the general mandate to repurchase H Shares; (iv) the general mandate to issue Short Term Debentures; (v) amendment

\* For identification purpose only

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## LETTER FROM THE BOARD

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to the Articles of Association; and the other matters contained in the Notice of 2016 Annual General Meeting and the notices convening the Class Meetings, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be able at the 2016 Annual General Meeting and the Class Meetings.

### 2. PROPOSED ELECTION THE SUPERVISOR

Ms. Cheng Xianghong will resign as a Supervisor of the Company on the date of the 2016 Annual General Meeting due to work arrangement. The Supervisory Committee has respectively resolved to propose to the Shareholders to elect a new Supervisor at the 2016 Annual General Meeting.

The Supervisory Committee currently comprises six Supervisors (four of which are Shareholders representative Supervisors who were elected by the Shareholders and two are staff representative Supervisors who were elected by the workers). The Supervisory Committee has resolved to propose to the Shareholders to elect a new Shareholders representative Supervisor, namely, Ms. Fu Yanjun as a Supervisor for a term from the conclusion of the 2016 Annual General Meeting to the conclusion of the 2018 Annual General Meeting.

Subject to the above proposed elections being approved by the Shareholders at the 2016 Annual General Meeting, the elected Supervisors will enter into an agreement/a letter of appointment with the Company for a term from the conclusion of the 2016 Annual General Meeting to the conclusion of the 2018 Annual General Meeting. The biographical details of the Supervisor proposed to be elected at the 2016 Annual General Meeting are set out as follows:

#### **The new Supervisor proposed to be elected**

Ms. Fu Yanjun, aged 37, obtained her bachelor's degree from Renmin University of China. She is a qualified accountant. She had previously worked in Ernst & Young Hua Ming and Deloitte Touche Tohmatsu CPA Ltd. Since December 2014, Ms. Fu joined China Resources Phoenix Healthcare Holdings Company Limited (formerly known as “**Phoenix Healthcare Group Co. Ltd**”), She is currently an assistant general manager.

As at the Latest Practicable Date, Ms Fu did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed herein, there is no matter relating to the election of the aforementioned Supervisors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) (h) to 13.51(2) (v) of the Listing Rules.

### 3. PROPOSED GENERAL MANDATE TO ISSUE SHARES

As the general mandate granted to the Board to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers agreements and/or options in respect thereof, at the annual general meeting for the year ended 31 December 2016 will expire upon the conclusion of the 2016 Annual General Meeting, the Board has resolved to seek Shareholders' approval at the 2016

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## LETTER FROM THE BOARD

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Annual General Meeting to grant the Board a general mandate to issue Domestic Shares and/or H Shares for an amount not exceeding 20% of the aggregate nominal amount of the Domestic Shares and the H Shares, respectively in issue on the date of the 2016 Annual General Meeting and related matters.

#### **4. PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES**

The Company Law, the Mandatory Provisions and the Articles of Association provide for certain restrictions on share repurchase which are applicable to all classes of shares of the Company.

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its share unless such repurchase is effected for the purposes of: (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as a reward to the staffs of the company; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division. The Mandatory Provisions, which the Company has incorporated in the Articles of Association, provide that subject to obtaining the approval from the relevant PRC regulatory authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its Shares or in circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to the Board to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders at a general meeting and special resolutions passed by holders of domestic shares and holders of overseas listed foreign shares at separate meetings.

H Shares of the Company are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution of the registered capital of the Company. In addition, the Company Law provides that shares repurchased by a company for the purpose of reducing its share capital will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolutions approving such reduction. The creditors shall be entitled to request the Company for repayment of loan and/or provision of guarantee. The statutory notification requirement gives the creditors an opportunity for the recovery and/or security of the debt (in particular for those unsecured debts) where the Company's registered capital is to be reduced.



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## LETTER FROM THE BOARD

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### Conditions to Repurchase of H Shares

In order to provide flexibility to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the grant of the Repurchase Mandate to the Board. In accordance with the requirements under the Company Law, the Mandatory Provisions and the Articles of Association, the Company is required to convene a general meeting and class meetings to seek the aforesaid approval from the Shareholders. At each such meeting, a special resolution will be proposed for the Shareholders to consider and approve granting to the Board of the Repurchase Mandate.

The Repurchase Mandate will be conditional upon: (a) the special resolution for approving the grant of the Repurchase Mandate being passed at each of the 2016 Annual General Meeting and Class Meetings; and (b) the approvals of SAFE (or its successor authority) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company, if appropriate. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate will expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiry of a period of twelve months following the passing of the relevant resolution at the 2016 Annual General Meeting and Class Meeting; or (c) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of holders of H Shares at their respective class meeting.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue as the date of passing of the special resolution approving the Repurchase Mandate at the 2016 Annual General Meeting and Class Meeting.

An explanatory statement containing certain information as required by the Listing Rules regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### 5. PROPOSED GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES

The Board has resolved to seek Shareholders' approval at the 2016 Annual General Meeting to grant the Board a general mandate to issue short term debentures and related matters.

### 6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association as set out in the resolution numbered 10 in the notice convening the 2016 Annual General Meeting, (i) pursuant to the requirements of and to implement the spirit of "Notice on issues relating to the acceleration of incorporation of the general requirements of Party construction in the Articles of Association of supervised enterprises of District State-Owned Assets Supervision and Administration Commission"\* ("《關於加快推進區國資委監管企業將黨建工作總體要求納入公司章程有關事項的通知》"); (ii) to reflect the changes in the industrial and

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## LETTER FROM THE BOARD

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commercial registration information of the Company and changes in the shareholding of the promoters of the Company; and (iii) to adjust the numbering and references to the Articles of Association as a result of the aforesaid amendments.

### **7. VOTING BY POLL AT THE 2016 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the voting on all resolutions at the 2016 Annual General Meeting will be conducted by way of poll. An announcement on the poll vote results will be made by the Company after the 2016 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **8. THE 2016 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

The 2016 Annual General Meeting will be held at 9:00 a.m. on Friday, 26 May 2017 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. Notice of 2016 Annual General Meeting is set out in this circular. Enclosed with this circular is a reply slip and a proxy form for use at this meeting. If you intend to attend the 2016 Annual General Meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible such that the reply slip will be received by the Company (with respect to the holders of Domestic Share) or to the Company's H-share Registrar (with respect to the holders of H Shares) on or before Friday, 5 May 2017.

The proxy form for use at the 2016 Annual General Meeting is also enclosed herewith. Whether or not you are able to attend the 2016 Annual General Meeting, you are requested to complete and return the enclosed proxy form to the Company (in the case of the holders of Domestic Shares) or to the Company's H-share Registrar (in the case of the holders of H Shares) in accordance with the instructions printed thereon as soon as possible but not less than 24 hours before the time appointed for the holding of the 2016 Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2016 Annual General Meeting or any adjournment should you so wish.

### **9. CLOSURE OF REGISTER OF MEMBERS**

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of Friday, 5 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting. The register of members of the Company will be closed from Saturday, 6 May 2017 to Friday, 26 May 2017, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the 2016 Annual General Meeting and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H-Share Registrar no later than 4:30 p.m. on Friday, 5 May 2017. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's legal address at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China no later than 4:30 p.m. on Friday, 5 May 2017.

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## LETTER FROM THE BOARD

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The register of members of the Company will also be closed from Friday, 2 June 2017 to Wednesday, 7 June 2017, both days inclusive, during which no transfer of shares of the Company will be effective. Holders of H Shares and whose names appear on the register of H Shares kept at the Company's H-Shares Registrar and holders of Domestic Shares of the Company whose names appear on the register of shareholders of the Company on Wednesday, 7 June 2017 are entitled to the 2016 final dividend (if any). To qualify for entitlement of the 2016 final dividend (if any), documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged at the transfer office of the Company's H-Shares Registrar, not later than 4:30 p.m. on Thursday, 1 June 2017. Holders of Domestic Shares should be delivered to the Company's legal address (are set out above) for details concerning registration of transfers of Domestic Shares.

### **10. RECOMMENDATIONS**

The Directors consider that the proposed (i) election of the Supervisors set out above; (ii) general mandate to issue Shares; (iii) general mandate to repurchase H shares; (iv) general mandate to issue Short Term Debentures; (v) amendments to the Articles of Association; and (vi) the other matters contained in the Notice of 2016 Annual General Meeting and the notices convening the Class Meetings, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2016 Annual General Meeting.

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Li Jianwen**  
*Chairman*

The appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase Mandate to the Directors.

### **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the registered share capital of the Company was RMB 412,220,000 comprising 230,060,000 Domestic Shares and 182,160,000 H Shares. Subject to the approval of the proposed resolution(s) for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by Company on or prior to the date of the 2016 Annual General Meeting and the Class Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 18,216,000 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

### **REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase Mandate 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 repurchases will benefit the Company and its Shareholders.

### **FUNDING OF REPURCHASES**

When repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company or the proceeds from a fresh issue of Shares made for the purpose of the repurchase.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2016, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2016.

The Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

### **STATUS REPURCHASED H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

### **H SHARE PRICE**

The highest and lowest prices at which the H Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> (HK\$)	<b>Lowest</b> (HK\$)
<b>2016</b>		
April	1.85	1.54
May	1.76	1.60
June	1.62	1.50
July	1.61	1.54
August	1.67	1.55
September	1.65	1.56
October	1.70	1.62
November	1.65	1.59
December	1.65	1.59
<b>2017</b>		
January	1.66	1.60
February	1.78	1.63
March	2.20	1.70
April (up the Latest Practicable Date)	2.29	2.15

### **DIRECTOR'S UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the 2016 Annual General Meeting and the Class Meetings.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert 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, to the best of the knowledge and belief of the Directors, Beijing Chaoyang Auxiliary Food Company ("**Chaoyang Auxiliary**") was the substantial Shareholder, which held 167,409,808 Domestic Shares, representing approximately 40.61% of the registered capital of the Company. On the basis of 412,220,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased by the Company on or prior to the date of the 2016 Annual General Meeting and the Class Meetings, if the Repurchase Mandate were exercised in full, the equity interest in the Company owned by Chaoyang Auxiliary and its associates would increase to approximately 42.49% of the then registered share capital of the Company. In any event, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholder or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable laws of which the Directors are aware, as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

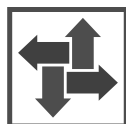
**SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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**北京京客隆**  
商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED

**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)**

### NOTICE OF 2016 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “**Company**”) for the year ended 31 December 2016 (the “**2016 Annual General Meeting**”) will be held at 9:00 a.m. on Friday, 26 May 2017 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China for the purpose of considering the following matters:

#### **AS ORDINARY RESOLUTIONS:**

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2016.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2016.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2016.
4. To consider and approve the appointment of Ruihua Ceitifed Public Accountants LLP (瑞華會計師事務所(特殊普通合夥)) as the auditors of the Company for the period from the conclusion of the 2016 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017, and to authorise the audit committee of the Board of Directors of the Company to determine its remuneration.
5. To consider and approve the profit distribution of the Company for the year ended 31 December 2016, including the payment of the final dividend of RMB0.05 per share of the Company (Note (I)).
6. To consider and approve the appointment of Ms. Fu Yanjun as a supervisor of the Company for a term from the conclusion of the 2016 Annual General Meeting to the conclusion of the 2018 Annual General Meeting.

\* For identification purpose only

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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### AS SPECIAL RESOLUTIONS:

To consider and, if thought fit, pass the following resolutions as special resolutions:

7. **“THAT:**

- (1) the board of directors of the Company (the **“Board”**) be and is hereby authorised and granted an unconditional general mandate (**“General Mandate (Shares)”**) to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
  - (a) the General Mandate (Shares) shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  - (b) the respective aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise), separately or concurrently, by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue (as defined below) or any separate approval of the shareholders of the Company) shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and
    - (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, in each case as at the date of passing of this resolution; and
  - (c) the Board will only exercise its power under the General Mandate (Shares) in accordance with the Company Law of the People’s Republic of China (the **“PRC”**) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or stock exchange (if applicable) are obtained;

and, for the purpose of this resolution:

**“Domestic Share(s)”** mean the ordinary shares(s) issued by the Company, with a RMB denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi;



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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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“**H Share(s)**” mean the overseas listed foreign share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on The Stock Exchange of Hong Kong Limited;

“**Relevant Period**” means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the General Mandate (Shares) is renewed, either unconditionally or subject to conditions; or
- (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares or such other securities to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place, or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

- (2) contingent on the Board resolving to exercise the General Mandate (Shares) and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
  - (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate (Shares) and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
  - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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- (c) to increase the registered capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

8. **“THAT:**

To authorize the Board to repurchase H Shares of the Company subject to the following conditions:

- (1) subject to paragraphs (2), (3) and (4) below, during the Relevant Period (as defined in paragraph (5) below), the Board of directors of the Company (the **“Board”**) be and is hereby authorised and granted on unconditional general mandate (the **“Republic Mandate”**) to exercise all the powers of the Company to repurchase H Shares (as defined below) in issue on the Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the **“PRC”**), the Stock Exchanges or of any other governmental or regulatory body;
- (2) the authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
  - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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- (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
  - (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the H Shares Class Meeting of the Company to be held on 26 May 2017 (or on such adjourned date as may be applicable); and
  - (b) the approval of the SAFE and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;

and, for the purpose of this special resolution:

“**Domestic Share(s)**” mean the ordinary shares(s) issued by the Company, with a RMB denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi;

“**H Share(s)**” mean the overseas listed foreign share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on The Stock Exchange of Hong Kong Limited;

“**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of;

- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
- (ii) the expiry of a period of twelve months following the passing of this special resolution; or
- (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares of the Company at its respective class meeting.

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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9. **“THAT:**

- (1) the Board be and is hereby generally and unconditionally granted a general mandate, subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China (中國銀行間市場交易商協會), to issue short term debentures in one or more tranches, with an aggregate principal amount not exceeding RMB800 million (inclusive of RMB800 million) (the **“Debenture (s)”**); and
- (2) the Board (or any committee thereof), taking into consideration the requirement of the Company and other market conditions, be and is hereby generally and unconditionally authorised to:
  - (i) determine the terms and conditions of and other matters relating to the Debenture(s) (including, but not limited to, the determination of the final aggregate principal amount, term, interest rate, and use of the proceeds of the Debenture/Notes Issue(s) and other related matters);
  - (ii) do all such acts which are necessary and incidental to the issue of the Debenture(s) (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and
  - (iii) take all such steps which are necessary for the purposes of executing the Debenture(s) (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board (or any committee thereof) in connection with the Debenture(s), such acts and steps be and are hereby approved, confirmed and ratified.”

10. **“THAT:**

the following amendments to the existing articles of association of the Company (the **“Articles of Association”**) be and are hereby approved, and any one Director be and is hereby authorized to do all such things as are necessary in respect of or incidental to the amendments to the Articles of Association pursuant to the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities) (NOTE (k)):

- (i) In article 1 of the existing Articles of Association:

the words “the business licence number of the Company is: 110000002315927” be deleted and be replaced by the words “the unified social credit code of the Company is: 91110000101782670P”;

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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- (ii) In article 20 of the existing Articles of Association:
- (1) in the second row of the first table, the amount and proportion of “domestic shares held by promoters” be revised from “192,826,709” and “46.78” to “193,476,709” and “46.94”, respectively;
  - (2) in the third row of the first table, the amount and proportion of “domestic shares held by other domestic shareholders” be revised from “37,233,291” and “9.03” to “36,583,291” and “8.87”, respectively;
  - (3) in the eighteenth row of the second table, the number of shares held by Li Jianwen be revised from “1,482,579” to “2,022,579”; and
  - (4) in the last row of the second table, the number of shares held by Li Chunyan be revised from “395,992” to “505,992”;
- (iii) The following articles be added to the existing Articles of Association after article 91:

### “CHAPTER 11: PARTY ORGANIZATION

**Article 92.** According to the requirements of the “Constitution of the Communist Party of China (the “Party”)”, the Company has set up a Chinese communist party organization, established a department responsible for the Party’s work and assigned personnel to handle Party affairs. The establishment of the Party organizations and departments and the designation of personnel thereunder shall be included into the Company’s management organization and staffing system. The Party organization’s work expenses shall be included in the Company’s budget and charged to the Company’s management costs.

**Article 93.** The Party committee of the Company shall play a political leadership role to ensure the Company fully implement the guidelines, policies and significant deployment of the Party and the State. For any significant decisions of the Company to be made by the Board, opinions from the Party committee of the Company shall be considered in advance.

**Article 94.** The Company shall include the Party’s leadership at all levels of corporate governance and adhere to the principle that the cadres and talents shall be led by the Party. For appointment of senior management of the Company, the Party committee of the Company shall conduct thorough review of the candidates nominated by the Board or general manager of the Company, inspect the proposed personnel and make recommendations after collective discussions.

**Article 95.** The Party committee of the Company shall assume the full responsibility for strengthening the Party’s discipline.”; and

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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- (iv) After the abovementioned amendments, a total of four new articles will be added. The number of the articles of the amended Articles of Association will increase from 193 to 197, and the numbering of the original Chapter 11 and articles that follow in subsequent order, and the references to the Articles of Association will be adjusted accordingly.”

The revised Articles of Association shall become effective on the date of passing this resolution at the 2016 Annual General Meeting. Prior to the passing of this resolution at the 2016 Annual General Meeting, the prevailing Articles of Association of the Company shall remain valid.

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Li Jianwen**  
*Chairman*

Beijing, the People's Republic of China

11 April 2017

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 6 May 2017 to Friday, 26 May 2017 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited (“**the Company's H-Share Registrar**”) at 4:30 p.m., the close of business on Friday, 5 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2016 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar, not later than 4:30 p.m. on Friday, 5 May 2017. The address of the Company's H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

The Company will not process registration of transfers of the domestic shares of the Company (“**Domestic Shares**”) from Saturday, 6 May 2017 to Friday, 26 May 2017 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 5 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

- (B) Holders of H Shares and Domestic Shares who intend to attend the 2016 Annual General Meeting in person should complete and return the reply slip for attending the 2016 Annual General Meeting.

Holders of H Shares should complete and return the reply slip to the Company's H-Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company's H-Share Registrar 20 days before the 2016 Annual General Meeting (i.e. on or before Friday, 5 May 2017).

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the 2016 Annual General Meeting (i.e. on or before Friday, 5 May 2017).

The contact details of the Secretary to the Board are as follows:

3rd Floor  
Block No.45, Xinyuan Street  
Chaoyang District, Beijing  
The People's Republic of China  
Telephone No.: 86(10) 6460 3046  
Facsimile No.: 86(10) 6461 1370

- (C) Each holder of H Shares entitled to attend and vote at the 2016 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2016 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the 2016 Annual General Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (E) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2016 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2016 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2016 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) above also apply to the holders of Domestic Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the 2016 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his/her proxy should produce proof of identity when attending the 2016 Annual General Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the 2016 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) The 2016 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2016 Annual General Meeting shall bear their own travelling and accommodation expenses.

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

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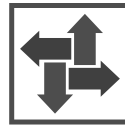
- (I) The Company will set the record date of final dividend distribution on Wednesday, 7 June 2017. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Friday, 2 June 2017 to Wednesday, 7 June 2017 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-Shares Registrar and holders of Domestic Shares of the Company whose names appear on the register of shareholders of the Company on Wednesday, 7 June 2017 are entitled to the 2016 final dividend (if any). To qualify for entitlement of the 2017 final dividend (if any), documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged at the transfer office of the Company's H-Shares Registrar (whose address is set out in note (A)), not later than 4:30 p.m. on Thursday, 1 June 2017. Holders of Domestic Shares should contact the Secretary to the Board (whose contact details are set out in note (B)) for details concerning registration of transfers of Domestic Shares.
- (J) Ms. Cheng Xianghong will resign as a Supervisor of the Company on the date of the 2016 Annual General Meeting due to work arrangement. It is recommended that Ms. Fu Yanjun be appointed as a Supervisor of the Company. The biography of Ms. Fu Yanjun is as follows:
- Ms. Fu Yanjun, aged 37. Ms. Fu obtained her bachelor's degree from Renmin University of China. She is a qualified accountant. She had previously worked in Ernst & Young Hua Ming and Deloitte Touche Tohmatsu CPA Ltd. Since December 2014, Ms. Fu joined China Resources Phoenix Healthcare Holdings Company Limited ("**Phoenix Healthcare Group Co. Ltd**") before renamed), She is currently an assistant general manager.
- (K) Please note that the proposed amendments to the existing Articles of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language in this notice is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.



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## NOTICE OF H SHARES CLASS MEETING

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**北京京客隆**  
商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED

**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)**

### NOTICE OF H SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN THAT** an H shares (“H Shares”) class meeting (“H Shares Class Meeting”) of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “Company”) will be held at 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China at 10:00 a.m. on Friday, 26 May 2017 (or as soon as the 2016 Annual General Meeting of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the following special resolution. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular including the notice thereof.

#### AS SPECIAL RESOLUTION

“**THAT:**

To authorize the Board to repurchase H Shares of the Company subject to the following conditions:

- (1) subject to paragraphs (2), (3) and (4) below, during the Relevant Period (as defined in paragraph (5) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;

\* For identification purpose only

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## NOTICE OF H SHARES CLASS MEETING

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- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the H Shares Class Meeting of the Company to be held on 27 May 2016 (or on such adjourned date as may be applicable); and
  - (b) the approval of the SAFE and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (5) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (b) the expiry of a period of twelve months following the passing of this special resolution; or
  - (c) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares of the Company at its respective class meeting.

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Li Jianwen**  
*Chairman*

Beijing, The People’s Republic of China  
11 April 2017

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## NOTICE OF H SHARES CLASS MEETING

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*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 6 May 2017 to Friday, 26 May 2017 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited (“**the Company’s H-Share Registrar**”) at 4:30 p.m., the close of business on Friday, 5 May 2017 are entitled to attend and vote at the H Shares Class Meeting following completion of the registration procedures.

To qualify for attendance and voting at the H Shares Class Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on Friday, 5 May 2017. The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

- (B) Holders of H Shares who intend to attend the H Shares Class Meeting in person should complete and return the reply slip for attending the H Shares Class Meeting.

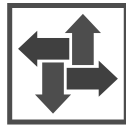
Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company’s H-Share Registrar 20 days before the H Shares Class Meeting (i.e. on or before Friday, 5 May 2017).

- (C) Each holder of H Shares entitled to attend and vote at the H Shares Class Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the H Shares Class Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the H Shares Class Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (E) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Company’s H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the H Shares Class Meeting.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the H Shares Class Meeting. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the H Shares Class Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) The H Shares Class Meeting is expected to last for not more than half a day. Shareholders who attend the 2015 Annual General Meeting shall bear their own travelling and accommodation expenses.

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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**北京京客隆**  
商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED

**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)**

### NOTICE OF DOMESTIC SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN THAT** a domestic shares (“**Domestic Shares**”) class meeting (“**Domestic Shares Class Meeting**”) of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “**Company**”) will be held at 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China at 11:00 a.m. on Friday, 26 May 2017 (or as soon as the H share Class Meeting of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the following special resolution. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular.

#### AS SPECIAL RESOLUTION

**“THAT:**

To authorize the Board to repurchase H Shares of the Company subject to the following conditions:

- (1) subject to paragraphs (2), (3) and (4) below, during the Relevant Period (as defined in paragraph (5) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;

\* For identification purpose only

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- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the Domestic Shares Class Meeting of the Company to be held on 26 May 2017 (or on such adjourned date as may be applicable); and
  - (b) the approval of the SAFE and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (5) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (b) the expiry of a period of twelve months following the passing of this special resolution; or
  - (c) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of Domestic Shares of the Company at its respective class meeting.

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Li Jianwen**  
*Chairman*

Beijing, The People’s Republic of China  
11 April 2017

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*Notes:*

- (A) The Company will not process registration of transfers of the Domestic shares of the Company (“**Domestic Shares**”) from Saturday, 6 May 2017 to Friday, 26 May 2017 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the company at 4:30 p.m., the close of business on Friday, 5 May 2017 are entitled to attend and vote at the Domestic Shares Class Meeting following completion of the registration procedures. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors of the Company.

To qualify for attendance and voting at the Domestic Shares Class Meeting, documents on transfers of Domestic Shares, accompanied by the relevant share certificates, must be lodged with the Secretary to the Board, not later than 4:30 p.m. on Friday, 5 May 2017. The contact details of the Secretary to the Board is as follows:

3rd Floor,  
Block No. 45, Xinyuan Street,  
Chaoyang District, Beijing  
The People’s Republic of China  
Telephone No.: 86 (10) 64603046  
Facsimile No.: 86 (10) 64611370

- (B) Holders of Domestic Shares who intend to attend the Domestic Shares Class Meeting in person should complete and return the reply slip for attending the Domestic Shares Class Meeting.

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the Domestic Shares Class Meeting (i.e. on or before Friday, 7 May 2017). (or by depositing it at its address set out in note (A))

- (C) Each holder of Domestic Shares entitled to attend and vote at the Domestic Shares Class Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the H Shares Class Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.

- (D) Holders of Domestic Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the Domestic Shares Class Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.

- (E) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Secretary to the Board, (address: 3rd Floor, Block No. 45 Xinyuan Street, Chaoyang District, Beijing, The People’s Republic of China), not less than 24 hours before the time appointed for the Domestic Shares Class Meeting.

- (F) A Shareholder or his/her proxy should produce proof of identity when attending the Domestic Shares Class Meeting. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the H Shares Class Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.

- (G) The Domestic Shares Class Meeting is expected to last for not more than half a day. Shareholders who attend the 2016 Annual General Meeting shall bear their own travelling and accommodation expenses.