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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 DIRECTOR,
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice convening the Extraordinary General Meeting to be held on Friday, 26 October 2018 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 the Extraordinary General Meeting, 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 not less than 24 hours before the time appointed for the holding of the relevant meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the relevant meeting should you so wish.

10 September 2018

* For identification purpose only

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DEFINITIONS

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

“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
“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
“Company’s H-Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 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 RMB 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 shares
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held on Friday, 26 October 2018 for the purpose of considering the proposed election of Director and the proposed general mandate to issue debt financing instruments
“Group”	the Company and its subsidiaries
“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)

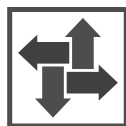
DEFINITIONS

“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”	3 September 2018, 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
“Notice of Extraordinary General Meeting”	the notice of the Extraordinary 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
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the Domestic Shareholder(s) and the H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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*

LETTER FROM THE BOARD



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

Registered Office:

Block No. 45
Xinyuan Street
Chaoyang District
Beijing
PRC

Non-executive Directors:

Mr. Wang Weilin
Mr. Li Shunxiang

Place of business in Hong Kong:

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

Independent Non-executive Directors:

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

10 September 2018

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
ELECTION OF DIRECTOR,
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on the proposals for (i) election of Director and (ii) the general mandate to issue debt financing instruments, so that the Shareholders may make an informed decision when voting in respect of the resolutions to be tabled at the Extraordinary General Meeting.

* For identification purpose only

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2. PROPOSED ELECTION OF DIRECTOR

Mr. Wang Weilin, a current Director of the Company, will resign as a non-executive Director with effect from the date of the Extraordinary General Meeting due to work arrangement, it is proposed that Ms. Zhang Yan be elected as a non-executive Director of the Company, whose term of office shall commence from the conclusion of the Extraordinary General Meeting to the conclusion of the 2018 Annual General Meeting. The biographical details of Ms. Zhang Yan who stands for election as a Director at the EGM are set out below:

Ms. Zhang Yan, aged 38, graduated from the 北京廣播學院 (Beijing Broadcasting Institute) (now known as 中國傳媒大學 (Communication University of China)) specializing in finance and accounting. From July 2003 to October 2008, Ms. Zhang successively served as a sales assistant of the Marketing Department, an officer and the head of the Comprehensive Management Department of Beijing Lizheng Software Design and Research Institute (北京理正軟件設計研究院). From November 2008 to December 2016, Ms. Zhang successively served as an officer of the Finance and Accounting Department, an officer and the head of the Party Committee Office, and the deputy manager of the General Office of Beijing Chaoyang Auxiliary Food Company. Since December 2016, Ms. Zhang has been the manager of the General Office of Beijing Chaoyang Auxiliary Food Company.

As at the Latest Practicable Date, Ms. Zhang Yan 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 Director 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 DEBT FINANCING INSTRUMENTS

In order to meet its operational needs and to increase financing flexibility, the Company proposed to obtain a general mandate from its shareholders at the Extraordinary General Meeting to authorize the Board of Directors of the Company to issue debt financing instruments of no more than RMB 1,000 million (including RMB 1,000 million) in the PRC, including but not limited to corporate bonds (including renewable corporate bonds), medium-term note (including perpetual medium-term notes) and other categories of debt financing instruments that are permitted to be issued under the applicable laws and regulations.

Details of the debt financing instruments are set out as follows:

Issuer:	The Company
Issue size:	No more than RMB1,000 million (including RMB1,000 million). It is proposed that the extraordinary General Meeting shall authorize the Board of Directors or the persons authorized by the Board to determine the specific issue size within the above range based on the Company's needs for funds and the market conditions at the time of issue.

LETTER FROM THE BOARD

Categories of Issue: Including but not limited to corporate bonds (including renewable corporate bonds), medium-term note (including perpetual medium-term notes) and other categories of debt financing instruments that are permitted to be issued under the laws and regulations, which may be debt financing instruments with one maturity term or a portfolio of debt financing instruments with different maturity terms.

Term of Issue: No more than 10 years

The mandate in relation to the proposed issue of debt financing instruments

In order to ensure that the issuance of debt financing instruments can be processed in a smooth and effective manner, a proposal is made to the Extraordinary General Meeting to authorize the Board to deal with, in its absolute discretion, matters related to the issuance of the debt financing instruments, including but not limited to the following:

- (1) to the extent permitted by the laws and regulations and according to the specific conditions of the Company and the market, to formulate the specific issue plan, and amend and adjust the terms of issue of the debt financing instruments, including but not limited to the specific categories of issue, the number of tranches, timing of each tranche, issue size, maturity, interest rate or its determination method, the issue timing, and whether the bonds are to be issued in tranches, the number of tranches, the issue size of each tranche, term and method of repayment of principal and payment of interests, transaction and circulation upon the issuance, the specific use of proceeds and all other matters related to the issuance of debt financing instruments;
- (2) to decide on the engagement of the underwriters and other intermediaries to provide service for the issuance of debt financing instruments;
- (3) to deal with the application for the issuance of debt financing instruments and the transaction and circulation upon issuance, including but not limited to signing, execution, modification, and completion of all necessary documents, contracts, agreements and treaties related to the issuance of debt financing instruments and the transaction and circulation upon the issuance, and to make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;
- (4) in the event of any changes in the regulatory policies governing the issuance of debt financing instruments or any changes in the market conditions, except for those matters that require a new poll at a general meeting under relevant laws, regulations and the Articles of Association of the Company, to authorize the Board to decide whether to proceed with the issuance of debt financing instruments and whether to make corresponding adjustments to the specific issuance plan pursuant to the new policy requirements and opinions issued by regulatory departments or new market conditions;
- (5) to handle other matters related to the issuance of debt financing instruments;

LETTER FROM THE BOARD

- (6) the mandate shall be valid from the date of approval by the Extraordinary General Meeting of the Company until the date of on which all the above-mentioned matters under the mandate are fully implemented; and
- (7) unless otherwise provided by the relevant laws and regulations, to approve the Board to delegate the above-mentioned mandates to Mr. Li Jianwen, the Chairman, or Ms. Li Chunyan, an executive Director for specifically dealing with the matters related to the issuance of debt financing instruments. Such delegation shall take effect from the date on which the Board obtains the above-mentioned mandates, and shall expire upon the completion of the relevant mandate matters.

The resolution on the issuance of debt financing instruments shall be valid for 24 months from the date of approval at the extraordinary general meeting.

4. VOTING BY POLL AT THE EXTRAORDINARY GENERAL MEETING

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 Extraordinary General Meeting will be conducted by way of poll. An announcement on the poll vote results will be made by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. THE EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be held at 9:00 a.m. on Friday, 26 October 2018 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. The Notice of Extraordinary General Meeting is set out in this circular. If you intend to attend the Extraordinary General Meeting, please complete and return the relevant enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event no later than Friday, 5 October 2018 to the Company (in the case of holders of Domestic Shares) or to the Company's H-share Register (in the case of holders of H Shares).

The proxy form for use at the Extraordinary General Meeting is also enclosed herewith. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the relevant 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 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 meeting should you so wish.

6. 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 October 2018 are entitled to attend and vote at the Extraordinary General Meeting. The register of members of the Company will be closed from Saturday, 6 October 2018 to Friday,

LETTER FROM THE BOARD

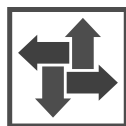
26 October 2018, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the Extraordinary General Meeting and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H-Share Registrar no later than 4:30 p.m. on Friday, 5 October 2018. 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 October 2018.

7. RECOMMENDATIONS

The Directors consider that the proposed (i) election of the Director and (ii) general mandate to issue debt financing instruments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Extraordinary General Meeting.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general 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 9:00 a.m. on Friday, 26 October 2018 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 RESOLUTION:

1. To consider and approve the appointment of Ms. Zhang Yan as a Director of the Company for the term from the conclusion of the Extraordinary General Meeting to the conclusion of the 2018 Annual General Meeting. Mr. Wang Weilin will resign as a non-executive Director on the date of the Extraordinary General Meeting due to work arrangements. *(Note (I))*

AS SPECIAL RESOLUTION:

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

2. “**THAT:**

To consider and approve the granting of a general mandate to the Board of Directors of the Company to issue debt financing instruments of no more than RMB 1,000 million (including RMB 1,000 million) in the PRC, including but not limited to corporate bonds (including renewable corporate bonds), medium-term note (including perpetual medium-term notes) and other categories of debt financing instruments that are permitted to be issued under the laws and regulations.

In order to ensure that the issuance of debt financing instruments could be processed in a smooth and effective manner, a proposal is made to the Extraordinary General meeting to authorize the Board to deal with, in its absolute discretion, matters related to the issuance of the debt financing instruments, including but not limited to the following:

- (1) to the extent permitted by laws and regulations and according to the specific conditions of the Company and the market, to formulate the specific issue plan, and to amend and adjust the terms of issue of the debt financing instruments, including but not limited to the specific categories of issue, the number of tranches, timing of each tranche, issue

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

size, maturity, interest rate or its determination method, the issue timing, and whether the bonds are to be issued in tranches, the number of tranches, the issue size of each tranche, term and method of repayment of principal and payment of interests, transaction and circulation upon the issuance, the specific use of proceeds and all other matters related to the issuance of debt financing instruments;

- (2) to decide on the engagement of the underwriters and other intermediaries to provide service for the issuance of debt financing instruments;
- (3) to deal with the application for the issuance of debt financing instruments and the transaction and circulation upon issuance, including but not limited to signing, execution, modification, and completion of all necessary documents, contracts, agreements and treaties related to the issuance of debt financing instruments and the transaction and circulation upon the issuance, and to make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;
- (4) in the event of any changes in the regulatory policies governing the issuance of debt financing instruments or any changes in the market conditions, except for those matters that require a new poll at a general meeting under relevant laws, regulations and the Articles of Association of the Company, to authorize the Board to decide whether to proceed with the issuance of debt financing instruments and whether to make corresponding adjustments to the specific issuance plan pursuant to new policy requirements and opinions issued by regulatory departments or new market conditions;
- (5) to handle other matters related to the issuance of debt financing instruments;
- (6) the mandate shall be valid from the date of approval by the extraordinary general meeting of the Company until the date of on which all the above-mentioned matters under the mandate are fully implemented; and
- (7) unless otherwise provided by the relevant laws and regulation, to approve the Board to delegate the above-mentioned mandates to Mr. Li Jianwen, the Chairman, or Ms. Li Chunyan, an executive Director for specifically dealing with the matters related to the issuance of debt financing instruments. Such delegation shall take effect from the date on which the Board obtains the above-mentioned mandates, and shall expire upon the completion of the relevant mandate matters.

The resolution on the issuance of debt financing instruments shall be valid for 24 months from the date of approval at the extraordinary general meeting.”

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

Beijing, the People's Republic of China
10 September 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 6 October 2018 to Friday, 26 October 2018 (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 October 2018 are entitled to attend and vote at the Extraordinary General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the Extraordinary 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 October 2018. 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 October 2018 to Friday, 26 October 2018 (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 October 2018 are entitled to attend and vote at the Extraordinary General Meeting. Holders of Domestic Shares should contact the secretary to the board (the “**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 Extraordinary General Meeting in person should complete and return the reply slip for attending the Extraordinary 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 Extraordinary General Meeting (i.e. on or before Friday, 5 October 2018).

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 Extraordinary General Meeting (i.e. on or before Friday, 5 October 2018).

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 Extraordinary General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the Extraordinary 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 Extraordinary 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 Extraordinary General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2018 Extraordinary General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting is expected to last for not more than half a day. Shareholders who attend the Extraordinary General Meeting shall bear their own travelling and accommodation expenses.
- (I) Mr. Wang Weilin will resign as a non-executive director of the Company on the date of Extraordinary General Meeting due to work arrangements. It is recommended that Ms. Zhang Yan be appointed as a non-executive director of the Company. The biography of Ms. Zhang Yan is set out as follows:

Ms. Zhang Yan, aged 38, graduated from the 北京廣播學院 (Beijing Broadcasting Institute) (now known as 中國傳媒大學 (Communication University of China)) specializing in finance and accounting. From July 2003 to October 2008, Ms. Zhang successively served as a sales assistant of the Marketing Department, an officer and the head of the Comprehensive Management Department of Beijing Lizheng Software Design and Research Institute (北京理正軟件設計研究院). From November 2008 to December 2016, Ms. Zhang successively served as an officer of the Finance and Accounting Department, an officer and the head of the Party Committee Office, and the deputy manager of the General Office of Beijing Chaoyang Auxiliary Food Company. Since December 2016, Ms. Zhang has been the manager of the General Office of Beijing Chaoyang Auxiliary Food Company.