
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE H SHARES,
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,
GENERAL MANDATE TO ISSUE CORPORATE BONDS
AND
NOTICE OF 2017 ANNUAL GENERAL MEETING
AND CLASS MEETINGS**

Notice convening the 2017 Annual General Meeting and the Class Meetings to be held on Friday, 25 May 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 any of the 2017 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.

9 April 2018

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1-3
 LETTER FROM THE BOARD	
1. Introduction	4-5
2. Proposed general mandate to issue Shares	5
3. Proposed general mandate to repurchase H Shares	5-6
4. Proposed general mandate to issue Short Term Debentures	6
5. Proposed general mandate to issue Corporate Bonds	7
6. Voting by poll at the 2017 Annual General Meeting and the Class Meetings.	7
7. The 2017 Annual General Meeting and the Class Meetings	7
8. Closure of register of members	8
9. Recommendations	8
 APPENDIX I – EXPLANATORY STATEMENT	 9-11
 NOTICE OF 2017 ANNUAL GENERAL MEETING	 12-23
 NOTICE OF H SHARES CLASS MEETING	 24-26
 NOTICE OF DOMESTIC SHARES CLASS MEETING	 27-29

DEFINITIONS

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

“2017 Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering 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 general mandate to issue Corporate Bonds and the other matters contained in the Notice of 2017 Annual General Meeting
“Articles of Association”	the articles of association of the Company
“Board”	the Board of Directors
“Class Meetings”	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 at shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Corporate Bonds”	has the meaning as ascribed to it under the section headed “5. Proposed general mandate to issue corporate bonds” in this circular
“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 Shares Class Meeting”	the domestic shares class meeting of the Company to be held for the purpose of general mandate to repurchase H shares and the other matters contained in the Notice of Domestic Shares Class Meeting

DEFINITIONS

“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“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 Shares Class Meeting”	the H shares class meeting of the Company to be held for the purpose of general mandate to repurchase H shares and the other matters contained in the Notice of H Shares Class Meeting
“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”	28 March 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
“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
“Notice of 2017 Annual General Meeting”	the notice of the 2017 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 2017 Annual General Meeting and the Class Meetings
“RMB”	Renminbi yuan, the lawful currency of the PRC

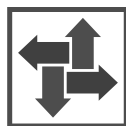
DEFINITIONS

“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Domestic Share(s) and H Share(s), as the context may require
“Shareholder(s)”	Domestic Shareholder(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 2017 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

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

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

9 April 2018

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE H SHARES,
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,
GENERAL MANDATE TO ISSUE CORPORATE BONDS
AND
NOTICE OF 2017 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) the general mandate to issue Shares; (ii) the general mandate to repurchase H Shares; (iii) the general mandate to issue Short Term Debentures; (iv) the general mandate to issue Corporate Bonds;

* For identification purpose only

LETTER FROM THE BOARD

and the other matters contained in the Notice of the 2017 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 2017 Annual General Meeting and the Class Meetings.

2. 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 2017 will expire upon the conclusion of the 2017 Annual General Meeting, the Board has resolved to seek Shareholders' approval at the 2017 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 2017 Annual General Meeting and related matters.

3. 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 HK 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 HK 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

LETTER FROM THE BOARD

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.

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 2017 Annual General Meeting and the 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 2017 Annual General Meeting and the Class Meetings; 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 2017 Annual General Meeting and the Class Meetings.

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.

4. PROPOSED GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES

The Board has resolved to seek Shareholders' approval at the 2017 Annual General Meeting to grant the Board a general mandate to issue Short Term Debentures and related matters.

LETTER FROM THE BOARD

5. PROPOSED GENERAL MANDATE TO ISSUE CORPORATE BONDS

The issue and listing of domestic corporate bonds (the “**Corporate Bonds**”) with an aggregate denomination of no more than RMB800 million through non-public issue by the Company in the PRC, for the purpose of providing the Company with a source of medium and long-term funding and will be used to adjust the Company’s debt structure, to repay part of bank loans, supplement the Company’s working capital and other uses allowed by relevant law and regulations.

6. VOTING BY POLL AT THE 2017 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 and the class meetings 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 2017 Annual General Meeting and the Class Meetings will be conducted by way of poll. An announcement on the poll vote results will be made by the Company after the 2017 Annual General Meeting and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. THE 2017 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS

The 2017 Annual General Meeting will be held at 9:00 a.m. on Friday, 25 May 2018 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. H Shares Class Meeting will be held at 10:00 a.m. on Friday, 25 May 2018 at the same place or as soon as the 2017 Annual General Meeting of the Company shall have been concluded. Domestic Shares Class Meeting will be held at 11:00 a.m. on Friday, 25 May 2018 at the same place or as soon as the H Shares Class Meeting of the Company shall have been concluded. Notice of the 2017 Annual General Meeting and the Class Meetings are set out in this circular. Enclosed with this circular is a reply slip and a proxy form for use at the 2017 Annual General Meeting and the Class Meetings. If you intend to attend the 2017 Annual General Meeting and the Class Meetings, 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, 4 May 2018.

The proxy form for use at the 2017 Annual General Meeting and the Class Meetings is also enclosed herewith. Whether or not you are able to attend the 2017 Annual General Meeting and the Class Meetings, 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 2017 Annual General Meeting or the Class Meetings (as the case may be) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2017 Annual General Meeting and the Class Meetings or any adjournment should you so wish.

LETTER FROM THE BOARD

8. 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, 4 May 2018 are entitled to attend and vote at the 2017 Annual General Meeting and the Class Meetings. The register of members of the Company will be closed from Saturday, 5 May 2018 to Friday, 25 May 2018, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the 2017 Annual General Meeting and the Class Meetings 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, 4 May 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, 4 May 2018.

The register of members of the Company will also be closed from Saturday, 2 June 2018 to Thursday, 7 June 2018, 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 Thursday, 7 June 2018 are entitled to the 2017 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, not later than 4:30 p.m. on Friday, 1 June 2018. Holders of Domestic Shares should must be delivered to the Company's legal address (are set out above) for details concerning registration of transfers of Domestic Shares.

9. RECOMMENDATIONS

The Directors consider that the proposed (i) general mandate to issue Shares; (ii) general mandate to repurchase H shares; (iii) general mandate to issue Short Term Debentures; (iv) general mandate to issue Corporate Bonds; and (v) the other matters contained in the Notice of the 2017 Annual General Meeting and the Class Meetings, 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 2017 Annual General Meeting and the Class Meetings.

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 RMB412,220,000 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 the Company on or prior to the date of the 2017 Annual General Meeting and the Class Meetings, 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 2017, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2017.

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:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2017		
March	2.20	1.70
April	2.40	2.20
May	2.39	2.20
June	2.33	2.19
July	2.32	2.21
August	2.38	2.20
September	2.36	2.25
October	2.64	2.20
November	2.33	2.09
December	2.29	2.04
2018		
January	2.24	2.10
February	2.11	1.84
March (up the Latest Practicable Date)	1.97	1.83

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 2017 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.

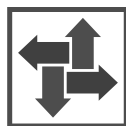
As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Beijing Chaoyang Auxiliary Food Company (the "**Chaoyang Auxiliary**") was the substantial Shareholder, which held 167,409,808 Domestic Shares, representing approximately 40.61% of the registered capital of the 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 2017 Annual General Meeting and the Class Meetings, if the Repurchased 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. The Directors are not aware of any consequences which will arise under the Takeovers Code 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 core connected person of the core 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.

NOTICE OF 2017 ANNUAL 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 2017 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 2017 (the “**2017 Annual General Meeting**”) will be held at 9:00 a.m. on Friday, 25 May 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 RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2017.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2017.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2017.
4. To consider and approve the appointment of Ruihua Certified 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 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2018, 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 2017, including the payment of the final dividend of RMB0.06 per share of the Company (Note (I)).

* For identification purpose only

NOTICE OF 2017 ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTIONS:

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

6. **“THAT:**

- (1) the board of directors of the Company (the **“Board”**) be and is hereby authorised and granted an unconditional general mandate (the **“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 share(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;

NOTICE OF 2017 ANNUAL GENERAL MEETING

“**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

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (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.”

7. **“THAT:**

To authorize the Board to repurchase H Shares of the Company (the “**H Shares**”) 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 “**Repurchase Mandate**”) to exercise all the powers of the Company to repurchase H Shares 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 Exchange 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;
 - (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;

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (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 25 May 2018 (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.

8. “**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 Issue(s)**”); and

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (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 Issue(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 Issue(s) and other related matters);
 - (ii) do all such acts which are necessary and incidental to the Debenture Issue(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 Issue(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 Issue(s), such acts and steps be and are hereby approved, confirmed and ratified.”

9. **“THAT**

- (1) In order to further support the Company’s business operation, expand its financing channels, and optimize its financial structure, it is proposed that the Company shall apply for approval from the China Securities Regulatory Commission to issue domestic corporate bonds (the **“Corporate Bonds”**) with an aggregate denomination of not more than RMB800 million (including RMB800 million) to eligible investors who meet the requirements as stipulated in the Administrative Measures for Issuance and Trading of Corporate Bonds through non-public issuance (the **“Issuance of Corporate Bonds”**) in the People’s Republic of China (the **“PRC”**).

According to the relevant laws, regulations, and regulatory documents including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China and the Administrative Measures for the Issuance and Trading of Corporate Bonds, the Company, after reviewing its actual circumstances against the respective requirements as set out in the above relevant laws, regulations, and regulatory documents, is of the view that the Company complies with the current regulatory policies on corporate bonds and the provisions on non-public issuance of corporate bonds, and is qualified for non-public issuance of corporate bonds. No circumstances exist which prohibit the non-public issuance of corporate bonds by the Company.

NOTICE OF 2017 ANNUAL GENERAL MEETING

The particulars of such plan for the non-public Issuance of Corporate Bonds are as follows:

- (i) Issue size: the aggregate denomination of the Corporate Bonds for the non-public issuance will be no more than RMB800 million (including RMB800 million). It is proposed that the annual general meeting shall authorize the Board of Directors or the persons authorized by the Board of Directors 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.
- (ii) Maturity: the Corporate Bonds offered through non-public issuance shall have a term of not more than 5 years (including 5 years) in the form of a uniform maturity date or a bond portfolio with several maturity dates. It is proposed that the annual general meeting shall authorize the Board of Directors or the persons authorized by the Board of Directors to determine the specific maturity within the above range based on the Company's needs for funds and the market conditions at the time of issue.
- (iii) Interest rate and its determination method: these Corporate Bonds are fixed-rate bonds, and the coupon rate is to be determined by mutual agreement between the Company and the lead underwriter according to the market conditions.
- (iv) Method of principal repayment and interests payment: the interests shall be paid on an annual basis and the principal shall be repaid together with the last payment of interest.
- (v) Issue method: after completing the necessary procedures for issuance, the Corporate Bonds shall be either issued in one or multiple tranches. It is proposed that the annual general meeting shall authorize the Board of Directors or the persons authorized by the Board of Directors to determine the specific number of tranches and the issue size of each tranche based on the Company's needs for funds and the market conditions at the time of issue.
- (vi) Target investors and placing arrangements with the shareholders: the Corporate Bonds are proposed to be issued to the eligible investors who have the capability of identifying and withstanding corresponding risks and meet the requirements as stipulated in the Administrative Measures for the Issuance and Trading of Corporate Bonds. The target investors shall be no more than 200 per issue. The shareholders have no pre-emptive rights to subscribe the Corporate Bonds.
- (vii) Use of the proceeds: the proceeds will be used to repay the Company's debts (including but not limited to borrowings from financial institutions and expired corporate bonds), and/or replenish the working capital and other purposes as permitted under applicable laws and regulations. It is proposed that the annual

NOTICE OF 2017 ANNUAL GENERAL MEETING

general meeting shall authorize the Board of Directors or the persons authorized by the Board of Directors to determine the specific use of proceeds based on the Company's needs for funds.

- (viii) Method of underwriting: The lead underwriter shall underwrite the bonds to be issued by way of standby commitment underwriting.
- (ix) Transaction and circulation of the bonds: upon the completion of issuance of the Corporate Bonds, it is proposed that the annual general meeting shall authorize the Board of Directors or the persons authorized by the Board of Directors to proceed with matters related to the transaction and circulation of the Corporate Bonds in accordance to relevant regulations as required by China Securities Regulatory Commission and the Shanghai Stock Exchange.
- (x) Form of guarantee: to authorize the Board of the Company to determine the guarantee (if any) as to this corporate Bonds to be issued.
- (xi) Indemnification for repayment: after issuance of the bonds, in the event that the Company expects that it is unable to repay the principal and interests of the Corporate Bonds as scheduled, or the Company is unable to repay the principal and interests of the Corporate Bonds when they fall due, it is agreed that the Company shall at least take the following measures and it is proposed that the annual general meeting shall authorize the Board of Directors or the persons authorized by the Board of Directors to proceed with the matters related to the following measures:
 - A. not to distribute profit to the shareholders;
 - B. to suspend the implementation of capital expenditure projects such as material investments, acquisitions and mergers;
 - C. to reduce or suspend the payment of salaries and bonuses of directors and senior management;
 - D. not to transfer the main responsible persons to another post.
- (xii) Validity of the resolution: the resolution on Issuance of Corporate Bonds shall be valid for 24 months from the date of approval at the annual general meeting.

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (2) It is proposed that the annual general meeting shall authorize the Board of Directors (the “**Board**”) of the Company and, upon the approval and authorization by the annual general meeting, the Board shall authorize Ms. Li Chunyan to deal with matters related to the Issuance of Corporate Bonds, including but not limited to the following:
- (i) 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 for the Issuance of Corporate Bonds, and amend and adjust the issue terms of the Corporate Bonds, including but not limited to the specific 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 Corporate Bonds;
 - (ii) To decide on the engagement of the underwriters and other intermediaries to provide service for the issuance of bonds;
 - (iii) To select the trustee manager of bonds and enter into the Bond Trusteeship Management Agreement and formulate the Meeting Rules of Bondholders;
 - (iv) To deal with the application for the Issuance of the Corporate Bonds 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 (including but not limited to prospectus, underwriting agreement, bond trusteeship management agreement, various announcements and other legal documents, etc.) related to Issuance of the Corporate Bonds 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;
 - (v) In the event of any changes in the regulatory policies governing the Issuance of Corporate Bonds or any changes in the market conditions, except for those matters that require a new poll by the general meeting under relevant laws, regulations and the Articles of Association of the Company, to authorize the Board to decide on whether the issuance of bonds shall continue to proceed and make corresponding adjustments to related issues such as the specific issuance plan for the Corporate Bonds pursuant to requirements and opinions of the new policies enacted by regulatory departments or new market conditions; and
 - (vi) To handle other matters related to the Corporate Bonds;

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (3) The mandate with regard to matters related to the Issuance of Corporate Bonds and listing as set out in paragraph (2) above shall be valid from the date of approval by the annual general meeting until the date of on which all the above-mentioned matters under the mandate are fully implemented.

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

Beijing, the People's Republic of China
9 April 2018

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the "**H Shares**") from Saturday, 5 May 2018 to Friday, 25 May 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, 4 May 2018 are entitled to attend and vote at the 2017 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2017 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, 4 May 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 (the "**Domestic Shares**") from Saturday, 5 May 2018 to Friday, 25 May 2018 (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 of Friday, 4 May 2018 are entitled to attend and vote at the 2017 Annual 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.

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (B) Holders of H Shares and Domestic Shares who intend to attend the 2017 Annual General Meeting in person should complete and return the reply slip for attending the 2017 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 17M Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong, such that the reply slip shall be received by the Company's H-Share Registrar 20 days before the 2017 Annual General Meeting (i.e. on or before Friday, 4 May 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 2017 Annual General Meeting (i.e. on or before Friday, 4 May 2018).

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

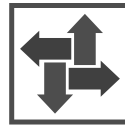
3rd Floor
Block No. 45, Xinyuan Street
Chaoyang District, Beijing
The People's Republic of China
Telephone No.: 86(10) 6460 3046
Facsimile No.: 86(10) 6461 1370

- (C) Each holder of H Shares entitled to attend and vote at the 2017 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2017 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company (the "**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 2017 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 2017 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2017 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2017 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 2017 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 2017 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 2017 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.

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (H) The 2017 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2017 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) The Company will set the record date of final dividend distribution on Thursday, 7 June 2018. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Saturday, 2 June 2018 to Thursday, 7 June 2018 (both days inclusive). 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 Thursday, 7 June 2018 are entitled to the 2017 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 Friday, 1 June 2018. 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.

NOTICE OF H SHARES CLASS 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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN THAT an H shares (the “H Shares”) class meeting (the “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 (the “PRC”) at 10:00 a.m. on Friday, 25 May 2018 (or as soon as the 2017 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*

NOTICE OF H SHARES CLASS MEETING

- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities;
 - (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 25 May 2018 (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
9 April 2018

NOTICE OF H SHARES CLASS MEETING

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 5 May 2018 to Friday, 25 May 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, 4 May 2018 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, 4 May 2018. The address of the Company’s H-Share Registrar is as follows:

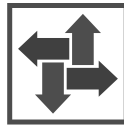
Computershare Hong Kong Investor Services Limited
Shops 1712–16, 17th Floor, Hopewell Centre
183 Queen’s Road East Wanchai
Hong Kong

- (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 17M Floor, Hopewell Centre, 183 Queen’s Road East Wanchai, Hong Kong, 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, 4 May 2018).

- (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 (the “**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 H Shares Class Meeting shall bear their own travelling and accommodation expenses.

NOTICE OF DOMESTIC SHARES CLASS 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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN THAT a domestic shares (the “**Domestic Shares**”) class meeting (the “**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, 25 May 2018 (or as soon as the H Shares 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, 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

NOTICE OF DOMESTIC SHARES CLASS MEETING

- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities;
 - (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 25 May 2018 (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
9 April 2018

NOTICE OF DOMESTIC SHARES CLASS MEETING

Notes:

- (A) The Company will not process registration of transfers of the Domestic Shares of the Company from Saturday, 5 May 2018 to Friday, 25 May 2018 (both days inclusive Shares). 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, 4 May 2018 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 (the “**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, 4 May 2018. 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 at 8610-64603046 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, 4 May 2018) (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 Domestic Shares Class Meeting on his behalf. A proxy need not be a shareholder of the Company (the “**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 Domestic 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 Domestic Shares Class Meeting shall bear their own travelling and accommodation expenses.