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

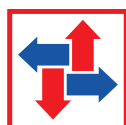
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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**北京京客隆**  
商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)**

**PROPOSALS FOR  
ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,  
AND  
NOTICES OF 2018 ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

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Notices for convening the annual general meeting (the “**2018 Annual General Meeting**”) for the year ended 31 December 2018 of Beijing Jingkelong Company Limited (the “**Company**”) and the class meetings (the “**Class Meetings**”) for the holders of H shares and domestic shares of the Company, respectively, to be held on Friday, 24 May 2019 at the Conference Room, 4th Floor, Block No. 45, XinyuanStreet, Chaoyang District, Beijing, the People’s Republic of China are set out in this circular.

Whether or not you are able to attend any of the 2018 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 meetings or at 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.

8 April 2019

\* For identification purpose only

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## DEFINITIONS

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

“2018 Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering the proposed election and re-election of Directors and Supervisors, the proposed general mandate to issue Shares, the proposed general mandate to repurchase H Shares, the proposed general mandate to issue Short Term Debentures and the other matters contained in the Notice of 2018 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
“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 considering, and if thought fit, approving the general mandate to repurchase H shares and the other matters contained in the “Notice of Domestic Shares Class Meeting” as set out in this circular
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)

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## DEFINITIONS

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“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 considering, and if thought fit, approving the general mandate to repurchase H shares and the other matters contained in the “Notice of H Shares Class Meeting” as set out in this circular
“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”	29 March 2019, 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 2018 Annual General Meeting”	the notice of the 2018 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 2018 Annual General Meeting and the Class Meetings
“RMB”	Renminbi yuan, the lawful currency of the PRC

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## DEFINITIONS

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“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 requires
“Short Term Debentures”	the short term debentures, in one or more tranches, further details of which are contained in the Notice of 2018 Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

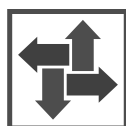
*If there is any inconsistency between the Chinese version of the name(s) of the person(s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.*

\* For identification purpose only

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LETTER FROM THE BOARD

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

**北京京客隆商業集團股份有限公司**  
**BEIJING JINGKELONG COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 814)**

*Executive Directors:*

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

*Non-executive Directors:*

Ms. Zhang Yan  
Mr. Li Shunxiang

*Independent Non-executive Directors:*

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

*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

8 April 2019

*To Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES  
AND  
NOTICES OF 2018 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 election and re-election of Directors and Supervisors; (ii) the general mandate to issue Shares; (iii) the general mandate to repurchase H Shares; (iv) the general mandate to issue Short Term

\* For identification purpose only

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## LETTER FROM THE BOARD

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Debentures; and the other matters contained in the Notice of 2018 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 2018 Annual General Meeting and the Class Meetings.

### 2. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of engagement of all the current Directors and Supervisors will expire upon the conclusion of 2018 Annual General Meeting. The Board and Supervisory Committee have respectively resolved to propose to the Shareholders to re-elect the current Directors and Supervisors at the 2018 Annual General Meeting. Further, the Board had resolved to propose to the Shareholders the election of a new Director at the 2018 Annual General Meeting in place of an existing executive Director who will not seek for re-election at the 2018 Annual General Meeting.

The Board currently comprises nine Directors (four of which are executive Directors, two are non-executive Directors and three are independent non-executive Directors). The Board proposes to the Shareholders to re-elect three out of the four current executive Directors, namely Mr. Li Jianwen, Mr. Shang Yongtian and Ms. Li Chunyan, all the current non-executive Directors, namely Ms. Zhang Yan and Mr. Li Shunxiang, and all the independent non-executive Directors, namely Mr. Choi Onward, Mr. Wang Liping and Mr. Chen Liping for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the annual general meeting for the year ended 31 December 2021 (the “**2021 Annual General Meeting**”).

Mr. Liu Yuejin does not seek re-election as a Director and has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Liu Yuejin for his valuable contributions to the Company during the tenure of his office. By taking into account the nomination policy of the Company, the nomination committee of the Company and the Board have nominated Mr. Zhang Liwei as a proposed executive Director and have nominated him as candidate for election as an executive Director for a term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.

Further, the nomination committee of the Company and the Board are of a view that the existing Directors, in particular, the existing independent non-executive Directors, namely, Mr. Choi Onward, Mr. Wang Liping and Mr. Chen Liping, are suitable candidates to be re-elected based on their background, experience and past performances and contribution to the Board.

The Supervisory Committee currently comprises six Supervisors (two of which are Shareholders representative Supervisors and two of which are independent Supervisors who were elected by the Shareholders, and two are staff representative Supervisors who were elected by the workers). The Supervisory Committee has resolved to propose to the Shareholders to re-elect all the current Shareholders representative Supervisors, Ms. Liu Wenyu and Mr. Yang Baoqun, and the current independent Supervisors, Mr. Chen Zhong and Ms. Fu Yanjun as Supervisors for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting. The staff representative Supervisors will be re-elected or appointed by the worker’s congress.

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## LETTER FROM THE BOARD

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The proposed salary scheme for the Directors to be elected and re-elected at the 2018 Annual General Meeting is as follows:

1. The remuneration of the Chairman of the Board shall be determined according to the arrangement of the State-owned Assets Supervision and Administration Commission of the Beijing Chaoyang District Government by the Board and the remuneration committee of the Company with reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations.
2. Each of the executive Directors (other than the Chairman of the Board) will not receive a director's fee, but will be entitled to remuneration based on his/her executive duties and responsibilities (other than being a Director) in the Company. Each of the executive Directors (other than the Chairman of the Board) is entitled to a fixed annual basic salary, a performance-based bonus which will be determined by reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations. Their respective fixed annual basic salary and performance based bonus, if they were re-elected as new executive Directors at the 2018 Annual General Meeting, shall be reviewed by the Board and the remuneration committee of the Company, according to the arrangement of the State-owned Assets Supervision and Administration Commission of the Beijing Chaoyang District Government.
3. The director's fee for the independent non-executive Director having the accountant's qualification of The Hong Kong Institute of Certified Public Accountants will be RMB154,758 (tax inclusive) per annum and the director's fee for each of the other independent nonexecutive Directors will be RMB41,850 (tax inclusive) per annum.
4. Apart from the aforesaid Directors, all the other Directors (including the non-executive Directors) do not receive any director's remuneration.

The proposed salary scheme for the Supervisors to be re-elected at the 2018 Annual General Meeting is as follows:

1. The supervisor's fee for each of the independent Supervisors will be RMB35,100 (tax inclusive) per annum.
2. Except for the independent Supervisors, all the other Supervisors will not receive any supervisor's fee.

Subject to the above proposed election and re-elections being approved by the Shareholders at the 2018 Annual General Meeting, each of the Directors and Supervisors who stand for election and re-election will enter into an agreement/a letter of appointment with the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting. The biographical details of the Directors and Supervisors proposed to be elected and re-elected at the 2018 Annual General Meeting are set out as follows:



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## LETTER FROM THE BOARD

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### The current Directors proposed to be re-elected

#### *Executive and non-executive Directors*

**Mr. Li Jianwen**, aged 58, is the Chairman of the Board and an executive Director of the Company. He worked in Beijing Jingkelong Shang Sha (“**Jingkelong Shang Sha**”), the predecessor of Beijing Jingkelong Supermarket Chain Group Company Limited (“**Jingkelong Supermarket**”) (the predecessor of the Company) as the deputy general manager from 1998 to 2002. From 2002 to 2004, he was a director and the deputy general manager of Jingkelong Supermarket. From November 2004 to June 2013, he was the managing director of the Company. He has been the Chairman of the Board of the Company since June 2013. He is also the Chairman of Beijing Chaopi Trading Company Limited, an approximately 79.85% directly owned subsidiary of the Company.

**Mr. Shang Yongtian**, aged 57, is the General Manager and an executive Director of the Company. Mr. Shang acted as the manager of several retail outlets and the department manager of Chaoyang Auxiliary from 1991 to 2004. From 2005 to 2009, he was the manager of Operation Division of supermarket of the Company and the manager of Operation Division of hypermarket of the Company. From January 2010 to April 2013, he was the assistant to the manager of the Company. From April 2013 to May 2015, he was the assistant general manager of the Company. He has been appointed as the general manager of the Company since May 2015.

**Ms. Li Chunyan**, aged 46, is an executive Director of the Company. Ms. Li obtained a bachelor’s degree in law and subsequently a master’s degree in private international law from China University of Politics & Law of China. Ms. Li is a member of the Association of Chartered Certified Accountants. She was the Officer of the Bureau of Law of Jingkelong Shang Sha from 2001 to 2002. In addition, she was the Officer of the Bureau of Law and the Secretary to the board of Directors of Jingkelong Supermarket from 2002 to 2004. Since November 2004, she has been one of the executive directors of the Company. She has been appointed as the Company’s Chief Financial Officer and deputy general manager of the Company since December 2008.

**Ms. Zhang Yan**, aged 38, is a non-executive Director of the Company. She 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. Since October 2018, MS. Zhang has been a non-executive Director of the Company.

**Mr. Li Shunxiang**, aged 66, is a non-executive Director of the Company. From 2000 to 2010, he was the general manager of Beijing Zhonglianjian Construction Company Limited. From 2002 to 2004, he was a non-executive director of Jingkelong Supermarket. Since November 2004, he has been a non-executive Director of the Company.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, save as set out in the section headed “Directors’ and Supervisors’ interests in Shares and underlying shares and other information” below, none of the above Directors had 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 re-election of the aforementioned Directors 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.

### *Independent non-executive Directors*

**Mr. Wang Liping**, aged 62, is an independent non-executive Director of the Company. Mr. Wang obtained a master’s degree in Economics and a PhD in Management from Renmin University of China in 1985 and 2004, respectively. He is currently the professor and doctoral supervisor at the Institute of Business Organisation and the faculty of Human Resources Management at Renmin University of China. Since June 2010, he has been an independent non-executive Director.

**Mr. Chen Liping**, aged 57, is an independent non-executive Director of the Company. Mr. Chen obtained a master’s degree in Business Operation from Aichi University of Japan in 1999 and a PhD in Economics from Circulation University of Economics of Japan in 2008. He is currently the full professor and master supervisor of the faculty of Marketing in the Institute of Business Management at Capital University of Economics and Business of China. Since 10 June 2010, he has been an independent non-executive Director. Since September 2014, he has been an independent non-executive director of 5I5J Holding Group Co. Ltd.

**Mr. Onward Choi**, aged 48, is an independent non-executive Director and the chairman of the audit committee of the Company. Mr. Choi holds a Bachelor of Arts degree in accountancy with honors from the Hong Kong Polytechnic University. Mr. Choi was the acting chief financial officer of NetEase, Inc., a leading internet and online game service provider in China listed on the Nasdaq Global Select Market, from 2007 to 2017. Mr. Choi currently serves as an independent non-executive director and the chairman of the audit committee of Tuniu Corporation, a leading online leisure travel service provider in China listed on the Nasdaq Global Market, and China ITS (Holdings) Company Limited, a provider of intelligent transportation systems and transportation infrastructure technology solutions and services to railway and civil aviation segments in China listed on the main board of the Hong Kong Stock Exchange. Mr. Choi is a fellow member of the Association of Chartered Certified Accountants, CPA Australia and the Hong Kong Institute of Certified Public. Mr. Choi has been an independent non-executive Director since June 2010.

As at the Latest Practicable Date, each of Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward had no interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Meanwhile, each of them is not connected with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholder of the Company within the meaning of the Listing Rules. There is no matter relating to the re-election of the aforementioned independent non-executive Directors 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. The Company has received from each of the aforementioned persons to be re-elected as independent non-executive Directors a confirmation in respect of their independence. The Company is of the opinion that all the persons to be re-elected as independent non-executive Directors are independent pursuant to Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BOARD

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

#### *Executive Director*

**Mr. Zhang Liwei**, aged 41, is an assistant general manager of the Company. Mr. Zhang obtained his bachelor's degree from Tianjin University of Commerce. From August 2000 to December 2013, Mr. Zhang had been appointed as the office clerk, the assistant to officer, the manager, the Committee Secretary, the assistant to the manager and the deputy manager of Beijing Xinyang Tongli Commercial Limited (“**Xinyang Tongli**”), an non-wholly-owned subsidiary of the Company. From December 2013 to May 2015, he was the manager of the Equipment or Materials Purchasing Department and the manager of the Equipment Division of the Company. From June 2015 to March 2017, he was the assistant to the general manager, the team leader for “Xi Hong Men” and the manager of the Operation Division of supermarket of the Company. Since April 2017, he has been the assistant to the general manager and the Chief Operating Officer of the Company. Since August 2017, he has been the assistant general manager of the Company.

As at the Latest Practicable Date, save as set out in the section headed “Directors’ and Supervisors’ interests in Shares and underlying shares and other information” below, Mr. Zhang Liwei had no interests 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.

### **The current Supervisors proposed to be re-elected**

**Ms. Liu Wenyu**, aged 47, is the chairman of the Company’s supervisory committee. Ms. Liu obtained her bachelor’s degree from Renmin University of China. During the period from 1999 to 2008, Ms. Liu has been appointed as the vice-chairman of the labour union of Chaoyang Auxiliary and the Company, the deputy manager of the First Operation Division and the officer of the Office of the Jiuxianqiao Community Shopping Center coordination team of the Company. Since October 2008, she has been the chairman of the labour union of the Company. Since June 2010, she has been the chairman of the Company’s Supervisory Committee.

**Mr. Yang Baoqun**, aged 66, is a supervisor of the Company. He was a supervisor of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been a supervisor of the Company.

**Mr. Chen Zhong**, aged 55, is a supervisor of the Company. Mr. Chen obtained his doctorate from Peking University in 1989. He is currently a professor of the School of Electronics Engineering and Computer Science, the Head of the Advanced Financial Information Research Centre at Peking University. Since June 2002 to July 2010, he had been a professor and the Head of the School of Software and Microelectronics, Peking University. Since January 2005, he has been a supervisor of the Company.

**Ms. Fu Yanjun**, aged 39, is a supervisor of the Company. Ms. Fu obtained her bachelor’s degree from Renmin University of China. She is a Chinese certified public accountant. She had previously worked in Ernst & Young Hua Ming and Deloitte Touche Tohmatsu CPA Ltd. Since December 2014, Ms. Fu joined China Resources Medical Holdings Company Limited, She is currently an executive director and an assistant general manager of the Company. Since May 2017, she has been a supervisor of the Company.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, save as set out in the section headed “Directors’ and Supervisors’ interests in Shares and underlying shares and other information” below, none of the above Supervisors had 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 re-election of the aforementioned Supervisors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Directors’ and Supervisors’ interests in Shares and underlying shares and other information**

As at the Latest Practicable Date, the interests of the Directors and the Supervisors (excluding the staff representative Supervisors) to be elected or re-elected as mentioned above in the shares and underlying shares of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules, were as follows:

#### *Long positions in the domestic shares of the Company*

<b>Name</b>	<b>Capacity</b>	<b>Total number of Domestic Shares held</b>	<b>Approximate percentage of total issued Domestic Shares (%)</b>	<b>Approximate percentage of total issued Shares (%)</b>
Li Jianwen – Director	Personal	2,022,579	0.88	0.49
Shang Yongtian – Director	Personal	989,451	0.43	0.24
Li Chunyan – Director	Personal	505,992	0.22	0.12
Zhang Liwei – proposed Director	Personal	375,151	0.16	0.09
Li Shunxiang – Director	Personal	5,210,428	2.26	1.26
Yang Baoqun – Supervisor	Personal	1,042,086	0.45	0.25
Liu Wenyu – Supervisor	Personal	365,151	0.16	0.09

### **3. PROPOSED GENERAL MANDATE TO ISSUE SHARES**

As the general mandate granted to the Board to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers agreements and/or options in respect thereof, at the 2018 Annual General Meeting will expire upon the conclusion of the 2018 Annual General Meeting, the Board has resolved to seek Shareholders’ approval at the 2018 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 2018 Annual General Meeting.

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## LETTER FROM THE BOARD

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

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

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

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

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

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

#### **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.

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## **LETTER FROM THE BOARD**

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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 2018 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 2018 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 2018 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.

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

The Board has resolved to seek Shareholders' approval at the 2018 Annual General Meeting to grant the Board a general mandate to issue short term debentures and related matters.

### **6. VOTING BY POLL AT THE 2018 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the voting on all resolutions at the 2018 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 2018 Annual General Meeting and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **7. THE 2018 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

The 2018 Annual General Meeting will be held at 9:00 a.m. on Friday, 24 May 2019 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. The H Shares Class Meeting will be held at 10:00 a.m. or immediately after the conclusion of the 2018 Annual General Meeting at the same place, and the Domestic Shares Class Meeting will be held at 11:00 a.m. or immediately after the conclusion of the H Shares Class Meeting at the same place. Notice of 2018 Annual General Meeting and class meetings are set out in this circular. Enclosed with this circular are relevant reply slips for use at these meetings, If you intend to attend the 2018 Annual General Meeting and/or the Class meetings, please complete and return the enclosed reply slip in accordance with the instructions printed

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## LETTER FROM THE BOARD

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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, 3 May 2019.

The proxy form for use at the 2018 Annual General Meeting and the Class Meetings, respectively, are also enclosed herewith. Whether or not you are able to attend the 2018 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 relevant meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2018 Annual General Meeting or any adjournment should you so wish.

### 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, 3 May 2019 are entitled to attend and vote at the 2018 Annual General Meeting and the Class Meetings. The register of members of the Company will be closed from Saturday, 4 May 2019 to Friday, 24 May 2019, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the 2018 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, 3 May 2019. Holders of Domestic Shares should contact the secretary to the board of directors of the Company (the "**Secretary to the Board**") for details concerning registration of transfers of Domestic Shares. The contact details of the Secretary to the Board are: 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.

The register of members of the Company will also be closed from Saturday, 1 June 2019 to Thursday, 6 June 2019, 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, 6 June 2019 are entitled to the 2018 final dividend (if any). To qualify for entitlement of the 2018 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, 31 May 2019. Holders of Domestic Shares should contact the Secretary to the Board (whose contact details are set out above) for details concerning registration of transfers of Domestic Shares.

### 9. RECOMMENDATIONS

The Directors consider that the proposed (i) election and re-election of Directors and Supervisors set out above; (ii) general mandate to issue Shares; (iii) general mandate to repurchase H shares; (iv) general mandate to issue Short Term Debentures; and (v) the other matters contained in the Notice of 2018 Annual

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## LETTER FROM THE BOARD

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General Meeting and the notices convening the Class Meetings, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the 2018 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 RMB 412,220,000 comprising 230,060,000 Domestic Shares and 182,160,000 H Shares. Subject to the approval of the proposed resolution(s) for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by Company on or prior to the date of the 2018 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 2018, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2018.

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

**STATUS REPURCHASED H SHARES**

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

**H SHARE PRICE**

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

	<b>Highest</b> <i>(HK \$)</i>	<b>Lowest</b> <i>(HK \$)</i>
<b>2018</b>		
March	1.97	1.83
April	2.03	1.88
May	1.97	1.85
June	1.90	1.77
July	1.95	1.84
August	1.83	1.66
September	1.68	1.56
October	1.66	1.45
November	1.60	1.48
December	1.62	1.50
<b>2019</b>		
January	1.67	1.50
February	1.66	1.55
March (up the Latest Practicable Date)	1.62	1.48

**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 close 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 2018 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 2018 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 Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

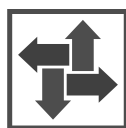
#### **SECURITIES REPURCHASE MADE BY THE COMPANY**

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

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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

**北京京客隆商業集團股份有限公司**  
**BEIJING JINGKELONG COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 814)**

### NOTICE OF 2018 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 2018 (the “**2018 Annual General Meeting**”) will be held at 9:00 a.m. on Friday, 24 May 2019 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) 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 2018.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2018.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2018.
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 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2019, and to authorise any of committees 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 2018, including the payment of the final dividend of RMB0.08 per share (tax inclusive) of the Company (Note (I)).
6. To consider and approve the re-election of Mr. Li Jianwen as a Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.

\* For identification purpose only

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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7. To consider and approve the re-election of Mr. Shang Yongtian as a Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
8. To consider and approve the re-election of Ms. Li Chunyan as a Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
9. To consider and approve the election of Mr. Zhang Liwei as a Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
10. To consider and approve the re-election of Ms. Zhang Yan as a Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
11. To consider and approve the re-election of Mr. Li Shunxiang as a Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
12. To consider and approve the re-election of Mr. Wang Liping as an independent non-executive Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
13. To consider and approve the re-election of Mr. Chen Liping as an independent non-executive Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
14. To consider and approve the re-election of Mr. Choi Onward as an independent non-executive Director of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
15. To consider and approve the re-election of Ms. Liu Wenyu as a supervisor of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
16. To consider and approve the re-election of Mr. Yang Baoqun as a supervisor of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
17. To consider and approve the re-election of Mr. Chen Zhong as an independent supervisor of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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18. To consider and approve the re-election of Ms. Fu Yanjun as an independent supervisor of the Company for the term from the conclusion of the 2018 Annual General Meeting to the conclusion of the 2021 Annual General Meeting.
19. To consider and approve the remuneration of the Directors: (1) the director's fee for the independent non-executive Director having the accountant's qualification of The Hong Kong Institute of Certified Public Accountants at RMB154,758 (tax inclusive) per annum and the director's fee for each of the other independent non-executive Directors at RMB41,850 (tax inclusive) per annum, (2) to authorize the Board and the remuneration committee of the Company to determine the director's fee for the Chairman of the Board; and (3) each of the executive Directors (other than the Chairman of the Board) will not receive a director's fee, save that, for the avoidance of doubt, they will be entitled to remuneration based on their respective duties and responsibilities (other than being a Director) in the Company.
20. To consider and approve the remuneration of the Supervisors: (1) the supervisor's fee for each of the independent Supervisors at RMB35,100 (tax inclusive) per annum, and (2) that all the other Supervisors will not receive any supervisor's fees, save that, for the avoidance of doubt, they will be entitled to remuneration based on their respective duties and responsibilities (other than being a Supervisor) in the Company.
21. To consider and authorise any executive Director to enter into an agreement/a letter of appointment on behalf of the Company with each of the elected or re-elected Directors/ Supervisors.

### AS SPECIAL RESOLUTIONS:

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

22. **“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

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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the whole or part of a dividend), any share option scheme, a Rights Issue (as defined below) or any separate approval of the shareholders of the Company) shall not exceed:

- (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and
  - (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, in each case as at the date of passing of this resolution; and
- (c) the Board will only exercise its power under the General Mandate (Shares) in accordance with the Company Law of the People's Republic of China (the "**PRC**") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or stock exchange (if applicable) are obtained;

and, for the purpose of this resolution:

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

**"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

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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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
  - (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.”

23. **“THAT:**

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

- (1) subject to paragraphs (2), (3) and (4) below, during the Relevant Period (as defined in paragraph (5) below), the Board of directors of the Company (the “**Board**”) be and is hereby authorised and granted on unconditional general mandate (the “**Republic Mandate**”) to exercise all the powers of the Company to repurchase H Shares (as defined below) in issue on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) , subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “**PRC**”), the Stock Exchanges or of any other governmental or regulatory body;



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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (2) the authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
  - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (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 and the Domestic Shares Class Meeting of the Company to be held on 24 May 2019 (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) and, for the purpose of this special resolution:

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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

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

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

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

24. “**THAT:**

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

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (iii) take all such steps which are necessary for the purposes of executing the Debenture (s) (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board (or any committee thereof) in connection with the Debenture (s), such acts and steps be and are hereby approved, confirmed and ratified.”

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

Beijing, the People’s Republic of China  
8 April 2019

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 4 May 2019 to Friday, 24 May 2019 (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, 3 May 2019 are entitled to attend and vote at the 2018 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2018 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, 3 May 2019. 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, 4 May 2019 to Friday, 24 May 2019 (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, 3 May 2019 are entitled to attend and vote at the 2018 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.

- (B) Holders of H Shares and Domestic Shares who intend to attend the 2018 Annual General Meeting in person should complete and return the reply slip for attending the 2018 Annual General Meeting.

Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company’s H-Share Registrar 20 days before the 2018 Annual General Meeting (i.e. on or before Friday, 3 May 2019).

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the 2018 Annual General Meeting (i.e. on or before Friday, 3 May 2019).

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 2018 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2018 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 2018 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 2018 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2018 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2018 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 2018 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 2018 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 2018 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) The 2018 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2018 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, 6 June 2019. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Saturday, 1 June 2019 to Thursday, 6 June 2019 (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

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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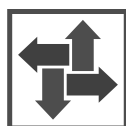
register of shareholders of the Company on Thursday, 6 June 2019 are entitled to the 2018 final dividend (if any). To qualify for entitlement of the 2018 final dividend (if any), documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged at the transfer office of the Company's H-Shares Registrar (whose address is set out in note(A)), not later than 4:30 p.m. on Friday, 31 May 2019. 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.

\* *For identification purpose only*

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## NOTICE OF H SHARES CLASS MEETING

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

**北京京客隆商業集團股份有限公司**  
**BEIJING JINGKELONG COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 814)**

### NOTICE OF H SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN THAT** an H shares (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, 24 May 2019 (or as soon as the 2018 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 Exchanges or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;

\* For identification purpose only

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## NOTICE OF H SHARES CLASS MEETING

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- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4)(a)) at the H Shares Class Meeting of the Company to be held on 24 May 2019 (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  
8 April 2019

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## NOTICE OF H SHARES CLASS MEETING

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*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 4 May 2019 to Friday, 24 May 2019 (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, 3 May 2019 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, 3 May 2019. The address of the Company’s H-Share Registrar is as follows:

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

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

Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company’s H-Share Registrar 20 days before the H Shares Class Meeting (i.e. on or before Friday, 3 May 2019).

- (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.

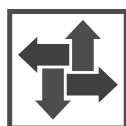
\* *For identification purpose only*



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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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

**北京京客隆商業集團股份有限公司**  
**BEIJING JINGKELONG COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 814)**

### NOTICE OF DOMESTIC SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN THAT** a domestic shares (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 (the “**PRC**”) at 11:00 a.m. on Friday, 24 May 2019 (or as soon as the H share Class Meeting of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the following special resolution. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular.

#### AS SPECIAL RESOLUTION

**“THAT:**

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

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

\* For identification purpose only

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4)(a)) at the Domestic Shares Class Meeting of the Company to be held on 24 May 2019 (or on such adjourned date as may be applicable); and
  - (b) the approval of the SAFE and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (5) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of;
- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (b) the expiry of a period of twelve months following the passing of this special resolution; or
  - (c) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of Domestic Shares of the Company at its respective class meeting.”

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

Beijing, The People’s Republic of China  
8 April 2019

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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*Notes:*

- (A) The Company will not process registration of transfers of the Domestic shares of the Company (the “**Domestic Shares**”) from Saturday, 4 May 2019 to Friday, 24 May 2019 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shareholders of the company at 4:30 p.m., the close of business on Friday, 3 May 2019 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, 3 May 2019. The contact details of the Secretary to the Board is as follows:

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

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

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the Domestic Shares Class Meeting (i.e. on or before Friday, 3 May 2019). (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 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.

\* *For identification purpose only*