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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “**Company**”) will be held at 9:00 a.m. on Friday, 26 October 2018 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China for the purpose of considering the following matters:

**AS ORDINARY RESOLUTION:**

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

**AS SPECIAL RESOLUTION:**

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

2. “**THAT:**

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

\* *For identification purpose only*

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

- (1) to the extent permitted by laws and regulations and according to the specific conditions of the Company and the market, to formulate the specific issue plan, and to amend and adjust the terms of issue of the debt financing instruments, including but not limited to the specific categories of issue, the number of tranches, timing of each tranche, issue size, maturity, interest rate or its determination method, the issue timing, and whether the bonds are to be issued in tranches, the number of tranches, the issue size of each tranche, term and method of repayment of principal and payment of interests, transaction and circulation upon the issuance, the specific use of proceeds and all other matters related to the issuance of debt financing instruments;
- (2) to decide on the engagement of the underwriters and other intermediaries to provide service for the issuance of debt financing instruments;
- (3) to deal with the application for the issuance of debt financing instruments and the transaction and circulation upon issuance, including but not limited to signing, execution, modification, and completion of all necessary documents, contracts, agreements and treaties related to the issuance of debt financing instruments and the transaction and circulation upon the issuance, and to make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;
- (4) in the event of any changes in the regulatory policies governing the issuance of debt financing instruments or any changes in the market conditions, except for those matters that require a new poll at a general meeting under relevant laws, regulations and the Articles of Association of the Company, to authorize the Board to decide whether to proceed with the issuance of debt financing instruments and whether to make corresponding adjustments to the specific issuance plan pursuant to new policy requirements and opinions issued by regulatory departments or new market conditions;
- (5) to handle other matters related to the issuance of debt financing instruments;
- (6) the mandate shall be valid from the date of approval by the extraordinary general meeting of the Company until the date of on which all the above-mentioned matters under the mandate are fully implemented; and
- (7) unless otherwise provided by the relevant laws and regulation, to approve the Board to delegate the above-mentioned mandates to Mr. Li Jianwen, the Chairman, or Ms. Li Chunyan, an executive Director for specifically dealing with the matters related to the

issuance of debt financing instruments. Such delegation shall take effect from the date on which the Board obtains the above-mentioned mandates, and shall expire upon the completion of the relevant mandate matters.

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

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

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

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 6 October 2018 to Friday, 26 October 2018 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited (the “**Company’s H-Share Registrar**”) at 4:30 p.m., the close of business on Friday, 5 October 2018 are entitled to attend and vote at the Extraordinary General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the Extraordinary General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on Friday, 5 October 2018. The address of the Company’s H-Share Registrar is as follows:

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

The Company will not process registration of transfers of the domestic shares of the Company (“**Domestic Shares**”) from Saturday, 6 October 2018 to Friday, 26 October 2018 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 5 October 2018 are entitled to attend and vote at the Extraordinary General Meeting. Holders of Domestic Shares should contact the secretary to the board (the “**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

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

Holders of H Shares should complete and return the reply slip to the Company's H-Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company's H-Share Registrar 20 days before the Extraordinary General Meeting (i.e. on or before Friday, 5 October 2018).

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the Extraordinary General Meeting (i.e. on or before Friday, 5 October 2018).

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

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

- (C) Each holder of H Shares entitled to attend and vote at the Extraordinary General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the Extraordinary General Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (E) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Extraordinary General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2018 Extraordinary General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) above also apply to the holders of Domestic Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the Extraordinary General Meeting. The address of the Secretary to the Board is stated in note (B) above.

- (G) A Shareholder or his/her proxy should produce proof of identity when attending the Extraordinary General Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the Extraordinary General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) The Extraordinary General Meeting is expected to last for not more than half a day. Shareholders who attend the Extraordinary General Meeting shall bear their own travelling and accommodation expenses.
- (I) Mr. Wang Weilin will resign as a non-executive director of the Company on the date of Extraordinary General Meeting due to work arrangements. It is recommended that Ms. Zhang Yan be appointed as a non-executive director of the Company. The biography of Ms. Zhang Yan is set out as follows:

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

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