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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 (the “EGM”) 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, 30 October 2020 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 RESOLUTION:**

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

1. To consider and approve the appointment of Mr. Li Shenlin (“**Mr. Li**”) as an executive director (the “**Director**”) of the Company for the term from the conclusion of the EGM to the conclusion of the annual general meeting for the year ending 31 December 2021 (“**2021 Annual General Meeting**”). (Mr. Shang Yongtian will resign as an executive director on the date of the EGM due to work arrangements.) (Note (H))

### **AS SPECIAL RESOLUTION:**

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

2. “**THAT:**

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

\* *For identification purpose only*

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

in the third paragraph, one of the names of the promoters of the Company be revised from “Beijing Chaoyang Auxiliary Food Company” to “Beijing Chaofu State-owned Assets Administration Company Limited”;

(ii) In article 19 of the existing Articles of Association:

in the second paragraph, the name of the state-owned Domestic Shareholder be revised from “Beijing Chaoyang Auxiliary Food Company” to “Beijing Chaofu State-owned Assets Administration Company Limited”;

(iii) In article 20 of the existing Articles of Association:

in the first row of the second table, one of the names of the promoters of the Company be revised from “Beijing Chaoyang Auxiliary Food Company” to “Beijing Chaofu State-owned Assets Administration Company Limited”.

The revised Articles of Association shall become effective on the date of passing this resolution at the EGM. Prior to the passing of this resolution at the EGM, the prevailing Articles of Association of the Company shall remain valid.”

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

Beijing, the People’s Republic of China  
12 October 2020

*Notes:*

(A) The Company will not process registration of transfers of the H Shares of the Company (the “**H Shares**”) from Monday, 26 October 2020 to Friday, 30 October 2020 (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, 23 October 2020 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, 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, 23 October 2020. 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 Monday, 26 October 2020 to Friday, 30 October 2020 (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, 23 October 2020 are entitled to attend and vote at the EGM. Holders of Domestic Shares should contact the Secretary to the Board (the “**Secretary to the Board**”) for details concerning registration of transfers of Domestic Shares. 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

- (B) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy needs 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.
- (C) 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 authorized by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorized by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM 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 authorized by that corporate shareholder as required by the Articles of Association of the Company.
- (D) To be valid, the proxy form and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (C) 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 EGM.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the EGM may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy needs not be a Shareholder. Notes (C) and (D) 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 authorization (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 EGM. The address of the Secretary to the Board is stated in note (A) above.

- (F) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the EGM, 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 authorization document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.
- (G) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (H) As disclosed in the announcement of the Company dated 28 July 2020, due to work adjustment, Mr. Shang Yongtian will resign as an executive director of the Company on the date of the EGM. It is recommended that Mr. Li Shenlin be appointed as an executive Director. The biography of Mr. Li Shenlin is set out as follows:

Mr. Li Shenlin (李慎林), aged 56, is a deputy general manager of the Company and a director, the chairman and the legal representative of Beijing Xinyang Tongli Commercial Facilities Co., Ltd.\* (a non-wholly owned subsidiary of the Company). Mr. Li graduated from the People's Liberation Army Chemical Defense Command Engineering Institute\* (中國人民解放軍防化指揮工程學院), specializing in Economics and Management. From November 1981 to January 1995, Mr. Li had been appointed as the officer of Beijing Chaoyang Auxiliary Food Company\* (now known as Beijing Chaofu State-owned Assets Administration Company Limited\*). From January 1995 to October 2008, Mr. Li acted as the manager of Shuguang Department Store, Jixiang Department Store, Jiulongshan Department Store, Wangjing Supermarket, the deputy manager of the Operation Division of the Company and the manager of the Operation Division 1 of the Hypermarkets. From October 2008 to August 2009, he was the manager of the Operation Division of Hypermarkets and the assistant to the manager of the Company.

If the proposed appointment of Mr. Li as an executive Director is approved at the EGM, the Company will enter into a service contract with Mr. Li for the term from the conclusion of the EGM to the conclusion of the 2021 Annual General Meeting. Pursuant to the service contract, Mr. Li will not receive any director's fee (as an executive Director), but is entitled to remuneration based on his executive duties and responsibilities (other than being a Director) in the Company. Mr. Li is entitled to a fixed annual basic salary and a performance based bonus (subject to adjustment which shall be determined with reference to the Company's annual financial results) in the total amount of RMB560,000.

As at the date of this notice, Mr. Li holds 430,100 domestic shares of the Company, representing 0.10% of the total issued shares of the Company.

Save as disclosed in this notice, as at the date of this notice, Mr. Li:

- (i) does not hold any position with the Company or any of its subsidiaries;
- (ii) has not held any other directorship in any listed public companies, whether in Hong Kong or overseas, in the last three years;
- (iii) does not have any other relationship with any director, senior management or substantial or controlling shareholder of the Company; and

(iv) does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this notice, there are no other matters relating to the appointment of Mr. Li that 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 Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(I) Please note that the proposed amendments to the existing Articles of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language in this notice is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

*As at the date of this notice, the executive directors of the Company are Mr. Li Jianwen, Mr. Shang Yongtian, Ms. Li Chunyan and Mr. Zhang Liwei; the non-executive directors are Ms. Zhang Yan and Mr. Li Shunxiang and the independent non-executive directors are Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward.*

\* *For identification purpose only*