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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  
CHANGE OF AUDITOR,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICES OF 2019 ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

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Notices for convening the annual general meeting (the “**2019 Annual General Meeting**”) for the year ended 31 December 2019 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 Tuesday, 23 June 2020 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, 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 2019 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.

29 April 2020

\* 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:*

“2019 Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering the proposed change of auditor of the Company, the proposed general mandate to issue Shares, the proposed general mandate to repurchase H Shares, the proposed general mandate to issue Short Term Debentures, the proposed amendments to the Articles of Association and the other matters contained in the Notice of 2019 Annual General Meeting
“Articles of Association”	the articles of association of the Company
“Board”	the Board of Directors
“Class Meeting(s)”	the extraordinary general meeting(s) 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 Rooms 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”	22 April 2020, 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 2019 Annual General Meeting”	the notice of the 2019 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 2019 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
“Share(s)”	Domestic Share(s) and H Share(s), as the context may require
“Shareholder(s)”	Domestic Shareholder(s) and H Shareholder(s), as the context may require
“Short Term Debentures”	the short term debentures, in one or more tranches, further details of which are contained in the Notice of 2019 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

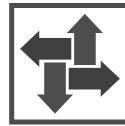
*If there is any inconsistency between the Chinese version of the name(s) of the person(s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.*

\* 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. Zhang Liwei

*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:*

17th Floor  
One Island East  
Taikoo Place  
18 Westlands Road  
Quarry Bay, Hong Kong

29 April 2020

*To Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
CHANGE OF AUDITOR,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICES OF 2019 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 change of the auditor of the Company; (ii) the general mandate to issue Shares; (iii) the general mandate to repurchase H Shares; (iv) the general mandate to issue Short Term Debentures; (v)

\* For identification purpose only

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## LETTER FROM THE BOARD

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the amendments to the Articles of Associations and the other matters contained in the Notice of 2019 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 tabled at the 2019 Annual General Meeting and the Class Meetings.

### **2. PROPOSED CHANGE OF AUDITOR**

Ruihua Certified Public Accountants LLP (“**Ruihua**”) has been holding office as the auditor of the Company since the conclusion of the annual general meeting of the Company for the year ended 31 December 2014 which was held on 28 May 2015. The Board considers that a change of auditor after an appropriate period of time could enhance the independence of the auditor and maintain good corporate governance, and it would be in the interest of the Company and its Shareholders as a whole. Therefore, the re-appointment of Ruihua as the auditor of the Company for the year ending 31 December 2020 will not be proposed and Ruihua will retire as the auditor of the Company with effect from the conclusion of the 2019 Annual General Meeting.

The Board, with the recommendation from the audit committee of the Company, has resolved to propose the appointment of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)) as the new auditor of the Company for the period from the conclusion of the 2019 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020.

Pursuant to Rule 13.51(4) of the Listing Rules, Ruihua has confirmed in writing that there are no disagreements or unresolved matters between the Company and Ruihua, and that there are no matters in respect of its retirement as the auditor of the Company or other matters which should be brought to the attention of the Shareholders.

### **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 will expire upon the conclusion of the 2019 Annual General Meeting, the Board has resolved to seek Shareholders’ approval at the 2019 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 2019 Annual General Meeting and related matters.

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

The Company Law, the Mandatory Provisions and the Articles of Association provide for restrictions on certain 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

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## LETTER FROM THE BOARD

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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.

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 2019 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.



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## LETTER FROM THE BOARD

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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 2019 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 2019 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 2019 Annual General Meeting to grant the Board a general mandate to issue short term debentures and related matters.

### **6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board proposed to amend the Articles of Association as set out in the resolution numbered 9 in the Notice of the 2019 Annual General Meeting, in views of (i) the recent amendments to the Company Law, (ii) the requirements of and to implement the spirit of "the Official Reply of the State Council on Adjusting the Notice Period for the General Meetings of the Company and Other Matters Applicable to Companies Listed Abroad" (Guo Han [2019] No.97)\* 《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019]97號)), and (iii) to reflect the actual circumstance and development needs of the Company.

### **7. VOTING BY POLL AT THE 2019 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 2019 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 2019 Annual General Meeting and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **8. THE 2019 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

The 2019 Annual General Meeting will be held at 9:00 a.m. on Tuesday, 23 June 2020 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 2019 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. Notices of 2019 Annual General Meeting and the Class Meetings are set out in this circular. Enclosed with this circular are relevant

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## LETTER FROM THE BOARD

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reply slips for use at these meetings. If you intend to attend the 2019 Annual General Meeting and/or the Class Meetings, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible such that the reply slip will be received by the Company (with respect to the holders of Domestic Shares) or to the Company's H-share Registrar (with respect to the holders of H Shares) on or before Tuesday, 2 June 2020.

The proxy form for use at the 2019 Annual General Meeting and the Class Meetings, respectively, are also enclosed herewith. Whether or not you are able to attend the 2019 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 relevant meetings or any adjournments should you so wish.

### 9. 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 Tuesday, 2 June 2020 are entitled to attend and vote at the 2019 Annual General Meeting and the Class Meetings. The register of members of the Company will be closed from Wednesday, 3 June 2020 to Tuesday, 23 June 2020, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the 2019 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 Tuesday, 2 June 2020. 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 PRC. Telephone No.: 86(10) 6460 3046. Facsimile No.: 86(10) 6461 1370.

The register of members of the Company will also be closed from Tuesday, 30 June 2020 to Monday, 6 July 2020, 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 Monday, 6 July 2020 are entitled to the 2019 final dividend (if any). To qualify for entitlement of the 2019 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 Monday, 29 June 2020. 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.

### 10. RECOMMENDATIONS

The Board considers that the proposed (i) change of the auditor of the Company; (ii) general mandate to issue Shares; (iii) general mandate to repurchase H Shares; (iv) general mandate to issue Short Term Debentures; and (v) amendments to the Articles of Association and the other matters contained in the Notice

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## LETTER FROM THE BOARD

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of 2019 Annual 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 2019 Annual General Meeting and the Class Meetings.

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

The appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase Mandate to the Directors.

### **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the registered share capital of the Company was RMB412,220,000 comprising 230,060,000 Domestic Shares and 182,160,000 H Shares. Subject to the approval of the proposed resolution(s) for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by Company on or prior to the date of the 2019 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 Board believes 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 Board believes 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 Board 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 2019, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2019.

The Board does 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 Board 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 Board at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

### **STATUS OF 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>2019</b>		
April	1.64	1.56
May	1.62	1.46
June	1.52	1.43
July	1.51	1.43
August	1.45	1.17
September	1.44	1.31
October	1.39	1.30
November	1.38	1.31
December	1.46	1.30
<b>2020</b>		
January	1.53	1.28
February	1.37	1.20
March	1.26	1.00
April (up the Latest Practicable Date)	1.12	1.04

### **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 2019 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 knowledge and belief of the Board, 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 2019 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 Board is 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 Board 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 core 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.

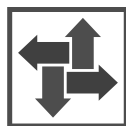
**SECURITIES REPURCHASE MADE BY THE COMPANY**

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 2019 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 2019 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 2019 (the “**2019 Annual General Meeting**”) will be held at 9:00 a.m. on Tuesday, 23 June 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. Unless otherwise specified, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 29 April 2020 (the “**Circular**”).

#### **AS ORDINARY RESOLUTIONS:**

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2019.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2019.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors’ Report for the year ended 31 December 2019.
4. To consider and approve the appointment of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合伙)) as the auditors of the Company for the period from the conclusion of the 2019 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020, and to authorize any 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 2019, including the payment of the final dividend of RMB0.08 per share (tax inclusive) of the Company (Note (I)).

\* For identification purpose only

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### AS SPECIAL RESOLUTIONS:

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

6. **“THAT:**

- (1) the Board of Directors of the Company (the **“Board”**) be and is hereby authorized and granted an unconditional general mandate (the **“General Mandate (Shares)”**) to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
  - (a) the General Mandate (Shares) shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  - (b) the respective aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise), separately or concurrently, by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue (as defined below) or any separate approval of the Shareholders of the Company) shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and
    - (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, in each case as at the date of passing of this resolution; and
  - (c) the Board will only exercise its power under the General Mandate (Shares) in accordance with the Company Law of the People’s Republic of China (the **“PRC”**) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or stock exchange (if applicable) are obtained;

and, for the purpose of this resolution:

**“Domestic Share(s)”** mean the ordinary 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;



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

“**Relevant Period**” means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the General Mandate (Shares) is renewed, either unconditionally or subject to conditions; or
- (b) the expiry of the period within which the next annual general meeting is required by the Articles of Association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares or such other securities to be allotted and issued pursuant to an offer made to all the Shareholders of the Company (excluding, as the Board may decide, for such purpose any Shareholder who is resident in a place, or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

- (2) contingent on the Board resolving to exercise the General Mandate (Shares) and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:
  - (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

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- (c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

7. **“THAT:**

To authorize the Board to repurchase H Shares of the Company 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 authorized 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 Exchange or of any other governmental or regulatory body;
- (2) the authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
  - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities 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

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- (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 per cent 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 23 June 2020 (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:

“**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;

- (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.

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8. **“THAT:**

- (1) the Board be and is hereby generally and unconditionally granted a general mandate, subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China (中國銀行間市場交易商協會), to issue short term debentures in one or more tranches, with an aggregate principal amount not exceeding RMB800 million (inclusive of RMB800 million) (the **“Debenture(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 authorized 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
  - (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.”

9. **“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 (J))

## NOTICE OF 2019 ANNUAL GENERAL MEETING

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 18	<p>Domestic shares may be listed in domestic stock exchange after passing relevant resolution in the general meeting and approved by administrations. H shares may be listed in Stock Exchange or other foreign stock exchange after passing relevant resolution in the general meeting and approved by administrations.</p> <p>Overseas listed foreign shares listed in Hong Kong issued by the Company shall be known as H shares. H shares mean the shares which are approved to be listed on the Stock Exchange, whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>Upon approval by the securities supervisory organ of the State Council, shareholders of domestic shares of the Company may transfer the shares held by them to overseas investors and such shares may be listed and traded overseas. If the transferred shares are listed and traded on overseas stock exchanges, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with. No voting in shareholders “general meeting will be required for the listing and trading of the transferred shares on overseas stock exchanges.</p>	Article 18	<p>Domestic shares may be listed in domestic stock exchange after passing relevant resolution in the general meeting and approved by administrations. H shares may be listed in Stock Exchange or other foreign stock exchange after passing relevant resolution in the general meeting and approved by administrations.</p> <p>Overseas listed foreign shares listed in Hong Kong issued by the Company shall be known as H shares. H shares mean the shares which are approved to be listed on the Stock Exchange, whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>Upon approval by the securities supervisory organ of the State Council, shareholders of domestic shares of the Company may transfer the shares held by them to overseas investors <b>or convert the domestic shares into overseas listed foreign shares</b> and such shares may be listed and traded overseas. If the <del>transferred</del> <b>above</b> shares are listed and traded on overseas stock exchanges, <b>no voting in shareholders’ general meeting or class meetings will be required</b>, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with. <del>No voting in shareholders “general meeting will be required for the listing and trading of the transferred shares on overseas stock exchanges.</del></p> <p><b>After the conversion of domestic shares into overseas listed foreign shares, they shall be regarded as shares of the same class as the original overseas listed foreign shares.</b></p>

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No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 28	<p>The Company may, according to the procedures set forth in these Articles and upon approval by the relevant governing authorities of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) for the purpose of reducing its share capital;</li> <li>(2) merging with other companies that hold shares in the Company;</li> <li>(3) giving the shares as incentives to the staff of the Company;</li> <li>(4) shareholders who objected to resolutions on merger or division of the Company passed at a shareholders' general meeting and requested the Company to take up their shares;</li> <li>(5) other circumstances permitted by law and administrative regulations.</li> </ol> <p>Any acquisition of the Company's shares as a result of (1) to (3) referred to above shall be resolved at a shareholders' general meeting.</p> <p>The shares of the Company acquired pursuant to (3) above shall not exceed 5% of the total number of shares issued by the Company; funds used for the acquisition shall be paid from the after-tax profits of the Company; the acquired shares shall be transferred to the staff within one year. The Company shall not accept its share as the pledged object.</p>	Article 28	<p>The Company may, according to the procedures set forth in these Articles and upon approval by the relevant governing authorities of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) for the purpose of reducing its share capital;</li> <li>(2) merging with other companies that hold shares in the Company;</li> <li>(3) <del>giving the shares as incentives to the staff of the Company</del> <b>for employee stock ownership plans or equity incentives;</b></li> <li>(4) shareholders who objected to resolutions on merger or division of the Company passed at a shareholders' general meeting and requested the Company to take up their shares;</li> <li>(5) <b>converting the shares into the convertible corporate bonds issued by the listed company;</b></li> <li>(6) <b>as necessary for the listed company to safeguard the company's value and shareholders' equity;</b></li> <li>(57) other circumstances permitted by law and administrative regulations.</li> </ol> <p><b>Where the Company needs to acquire its own shares for any of the reasons stipulated in (1) and/or (2) above, it shall be subject to a resolution of the shareholders' general meeting. Where the Company needs to acquire its own shares for any of the reasons stipulated in (3), (5) and/or (6) above, it shall, pursuant to the requirements of these Articles or the mandate of the shareholders' general meeting, be resolved at a Board meeting that is attended by at least two-thirds of all directors. The shares of the Company acquired pursuant to (3) above shall not exceed 5% of the total number of shares issued by the Company; funds used for the acquisition shall be paid from the after tax profits of the Company; the acquired shares shall be transferred to the staff within one year. The Company shall not accept its share as the pledged object.</b></p>

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No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 29	<p>The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <ol style="list-style-type: none"> <li>(1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;</li> <li>(2) by repurchasing shares through public dealing on a stock exchange;</li> <li>(3) by repurchasing shares outside of the stock exchange by means of an agreement.</li> </ol>	Article 29	<p>The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <ol style="list-style-type: none"> <li>(1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;</li> <li>(2) by repurchasing shares through public dealing on a stock exchange;</li> <li>(3) by repurchasing shares outside of the stock exchange by means of an agreement.</li> </ol> <p><b>The method of public and centralized transaction shall be adopted when the Company needs to acquire its shares for any of the reasons stipulated in (3), (5) and/or (6) of Article 28 of the Articles of Association.</b></p>
Article 31	<p>After the Company has acquired its shares according to the above provision, the same shall be cancelled within 10 days from the date of acquisition in the event of (1) of Article 28. In the event of (2) or (4), and the same shall be transferred or cancelled within 6 months. The Company shall apply to the original company registration authority for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>	Article 31	<p>After the Company has acquired its shares according to the above provision, the same shall be cancelled within 10 days from the date of acquisition in the event of (1) of Article 28. In the event of (2) or (4), and the same shall be transferred or cancelled within 6 months; <b>in the event of (3), (5) and/or (6), the total number of shares held by the Company shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within 3 years.</b></p> <p>The Company shall apply to the original company registration authority for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>

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<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
Article 42	No change may be made in the register of shareholders as a result of a transfer of shares within twenty (20) days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends.	Article 42	<p><del>No change may be made in the register of shareholders as a result of a transfer of shares within twenty (20) days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends.</del></p> <p><b>Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchanges or regulatory authorities at the place where the shares of the Company are listed impose requirements on the timeline of the closure of register of shareholders prior to the date of a shareholders' general meeting or before the record date for the Company's distribution of dividends, such provisions shall prevail.</b></p>
Article 45	<p>.....</p> <p>Application by a holder of Domestic shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>.....</p>	Article 45	<p>.....</p> <p>Application by a holder of Domestic shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article <del>144</del><b>143</b> of the Company Law.</p> <p>.....</p>



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No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 59	<p>When the Company convenes a shareholders' general meeting, written notice of the meeting shall be given at least forty-five (45) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting. Notice of calculation time, should not include the day of the meeting and the day which notice is dispatched. The day which the notice to Overseas listed foreign shares mentioned in the article is dispatched is the day of the Company or the shares registries the Company appoint post the notice.</p>	Article 59	<p>When the Company convenes a shareholders' general meeting, <del>written notice of the meeting shall be given at least forty-five (45) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.</del> <b>a notice notifying shareholders of the time, location of the meeting and the matters to be considered shall be issued; in respect of the convening of an annual general meeting, twenty (20) days prior to the meeting; and in respect of the convening of an extraordinary general meeting of shareholders, fifteen (15) days prior to the meeting.</b> Notice of calculation time, should not include the day of the meeting and the day which notice is dispatched. The day which the notice to Overseas listed foreign shares mentioned in the article is dispatched is the day of the Company or the shares registries the Company appoint post the notice.</p>

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<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
Article 61	<p>The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for the meeting. The Company may then hold the meeting after publication of such announcement.</p> <p>The general meeting shall not decide on any matter not stated in the notice mentioned in article 59 and 60, and the agenda for the meeting.</p>	Article 61	<p><del>The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one half of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for the meeting. The Company may then hold the meeting after publication of such announcement.</del></p> <p>The general meeting shall not decide on any matter not stated in the notice mentioned in article 59 and 60, and the agenda for the meeting.</p>

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<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
Article 63	<p>Except the stipulations under the relevant laws, regulations and the listing rules of the place of listing of the Company, and the Company's article of association, notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders.</p> <p>For the public holders of Domestic shares, notice of the meetings may also be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council within the interval of forty-five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	Article 63	<p>Except the stipulations under the relevant laws, regulations and the listing rules of the place of listing of the Company, and the Company's article of association, notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders.</p> <p>For the public holders of Domestic shares, notice of the meetings may also be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council within the interval of <del>forty five (45) days to fifty (50) days before the date of the meeting</del> <b>twenty (20) days to twenty five (25) days before the convening of an annual general meeting, or fifteen (15) days to twenty (20) days before the convening of an extraordinary general meeting</b>; after the publication of such announcement, the holders of Domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

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No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 89	<p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</p>	Article 89	<p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders <del>forty-five (45)</del> <b>days before the date of the class meeting with reference to the timeline for the issue of notice for convening a general meeting as specified in the Articles of Association.</b> Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. <del>A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.</del></p> <p><del>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</del></p>

## NOTICE OF 2019 ANNUAL GENERAL MEETING

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 91	<p>Apart from the holders of other classes of shares, the holders of the Domestic shares and holders of Overseas listed foreign shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic shares and Overseas listed foreign shares; or</p> <p>(2) where the Company's plan to issue Domestic shares and Overseas listed foreign shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council.</p>	Article 91	<p>Apart from the holders of other classes of shares, the holders of the Domestic shares and holders of Overseas listed foreign shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic shares and Overseas listed foreign shares; or</p> <p>(2) where the Company's plan to issue Domestic shares and Overseas listed foreign shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council; <b>or</b></p> <p><b>(3) upon approval from the securities regulatory authorities of the State Council, the holders of the Domestic shares of the Company transferring their shares to Overseas investors or converting their shares into overseas listed foreign shares, and list and trade such shares on an overseas securities exchange.</b></p>
Article 104	<p>The meeting of a Board of Directors shall be convened and presided over by the chairman of the board at least twice a year; at least 14 days notice should be given to all directors and supervisors.</p> <p>.....</p>	Article 104	<p>The meeting of a Board of Directors shall be convened and presided over by the chairman of the board at least twice a year; at least <del>14</del> <b>10</b> days <b>and 7 business day</b> notice should be given to all directors and supervisors.</p> <p>.....</p>

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<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
Article 105	<p>The form of a notice of meetings and extraordinary meetings of the Board of Directors and the time limit for notification shall be as follows:</p> <p>(1) Where board meeting time and address has been notified by the Board, no notice shall be given. Notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. Notice must be sent to each director via courier, fax, express post, personal delivery (except ruling in Article 104).</p> <p>(2) Board members may use telephonic or video conferencing to join a board meeting without physically attending. Where board members can hear and talk to each other.</p> <p>Board members may not use telephonic or video conferencing to discuss duties of the board meeting in Article 100 (3) (4) (5) and (7).</p> <p>.....</p>	Article 105	<p>The form of a notice of meetings and extraordinary meetings of the Board of Directors and the time limit for notification shall be as follows:</p> <p>(1) Where board meeting time and address has been notified by the Board, no notice shall be given. Notice of at least <del>14</del><b>10</b> days <del>and 7</del><b> business day</b> should be given of a regular board meeting to give all directors an opportunity to attend. Notice must be sent to each director via courier, fax, express post, personal delivery (except ruling in Article 104).</p> <p>(2) Board members may use telephonic or video conferencing to join a board meeting without physically attending. Where board members can hear and talk to each other.</p> <p><del>Board members may not use telephonic or video conferencing to discuss duties of the board meeting in Article 100 (3) (4) (5) and (7).</del></p> <p>.....</p>

## NOTICE OF 2019 ANNUAL GENERAL MEETING

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 106	<p>A board meeting normally needs a quorum of at least 50% of total directors. Including one director (proxy) who was appointed by other directors (appointers) as proxy in writing.</p> <p>Each director shall be entitled to one vote. Where one director (proxy) was appointed by other directors(appointers) as proxy in writing, they had proxies for total votes they have owned. ° Resolutions of the board meeting must be passed by the affirmative vote of more than half of all the directors, but affirmative vote of more than two-thirds of all the directors within article 100 (6), (7) and (11) circumstance.</p> <p>When the number of votes for and against a resolution is equal, the chairman of the board shall be entitled to one additional vote.</p>	Article 106	<p>A board meeting normally needs a quorum of at least 50% of total directors. Including one director (proxy) who was appointed by other directors (appointers) as proxy in writing.</p> <p>Each director shall be entitled to one vote. Where one director (proxy) was appointed by other directors(appointers) as proxy in writing, they had proxies for total votes they have owned. ° Resolutions of the board meeting must be passed by the affirmative vote of more than half of all the directors, <del>but affirmative vote of more than two thirds of all the directors within article 100 (6), (7) and (11) circumstance.</del></p> <p>When the number of votes for and against a resolution is equal, the chairman of the board shall be entitled to one additional vote.</p>
Article 163	<p>Under limited in Article158, Article159, Article160 and Article162, where general meeting has passed resolution to distribute annual dividend, it will be distributed within 6 months after financial year end. But interim dividend declared is not limited by above time line.</p>	Article 163	<p>Under limited in Article158, Article159, Article160 and Article162, where general meeting has passed resolution to distribute annual dividend, <del>distributed within 6 months after financial year end</del> <b>such distribution shall be completed within 2 months after the date of the general meeting.</b> But interim dividend declared is not limited by above time line.</p>
Article 180	<p>.....</p> <p>(5) if the Company is lawfully ordered to close down as a result of violation of company laws article 183 by the court.</p>	Article 180	<p>.....</p> <p>(5) if the Company is lawfully ordered to close down as a result of violation of company laws article <del>183</del><b>182</b> by the court.</p>

## NOTICE OF 2019 ANNUAL GENERAL MEETING

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 195	<p>In the Articles of Association, unless the context otherwise requires, the following expressions have the following meanings:</p> <p>“Articles of Association”: the Articles of Association of the Company</p> <p>“Board”: the Board of Directors of the Company</p> <p>“Chairman”: Chairman of the Board of Directors of the Company</p> <p>“Director(s)”: the director(s) of the Company</p> <p>“Legal address”: No.45 Xinyuan ji, Chaoyang district, Beijing, PRC.</p> <p>“RMB”: Renminbi yuan, the lawful currency of the PRC</p> <p>“Company secretary”: the company secretary appointed by the Board</p> <p>“Stock Exchange”: The Stock Exchange of Hong Kong Limited.</p> <p>“recognized registrar”: Definition referred to Article 48</p> <p>“Country”, “PRC”: People’s Republic of China, Which for the purposes of the Articles of Association excludes Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan</p> <p>“H share”: Definition referring to Article 18.</p>	Article 195	<p>In the Articles of Association, unless the context otherwise requires, the following expressions have the following meanings:</p> <p>“Articles of Association”: the Articles of Association of the Company</p> <p>“Board”: the Board of Directors of the Company</p> <p>“Chairman”: Chairman of the Board of Directors of the Company</p> <p>“Director(s)”: the director(s) of the Company</p> <p>“Legal address”:<b> Block</b> No.45 Xinyuan <del>ji</del><b>street</b>, Chaoyang district, Beijing, PRC.</p> <p>“RMB”: Renminbi yuan, the lawful currency of the PRC</p> <p>“Company secretary”: the company secretary appointed by the Board</p> <p>“Stock Exchange”: The Stock Exchange of Hong Kong Limited.</p> <p>“recognized registrar”: Definition referred to Article 48</p> <p>“Country”, “PRC”: People’s Republic of China, Which for the purposes of the Articles of Association excludes Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan</p> <p>“H Share”: Definition referring to Article 18.</p> <p><b>“Business day”: the day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities.</b></p>



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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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

Beijing, the People's Republic of China  
29 April 2020

*Notes:*

- (A) The Company will not process registration of transfers of the H Shares of the Company (the “**H Shares**”) from Wednesday, 3 June 2020 to Tuesday, 23 June 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 Tuesday, 2 June 2020 are entitled to attend and vote at the 2019 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2019 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 Tuesday, 2 June 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 Wednesday, 3 June 2020 to Tuesday, 23 June 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 Tuesday, 2 June 2020 are entitled to attend and vote at the 2019 Annual General Meeting. Holders of Domestic Shares should contact the Secretary to the Board (the “**Secretary to the Board**”) (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 2019 Annual General Meeting in person should complete and return the reply slip for attending the 2019 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 2019 Annual General Meeting (i.e. on or before Tuesday, 2 June 2020).

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 2019 Annual General Meeting (i.e. on or before Tuesday, 2 June 2020).

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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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 2019 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2019 Annual General Meeting 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.
- (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 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 2019 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 authorized by that corporate shareholder as required by the Articles of Association of the Company.
- (E) 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 (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 2019 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2019 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2019 Annual General Meeting on his behalf. A proxy needs 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 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 2019 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 2019 Annual General Meeting. 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 2019 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 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.
- (H) The 2019 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2019 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) The Company will set the record date of final dividend distribution on Monday, 6 July 2020. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Tuesday, 30 June 2020 to Monday, 6 July 2020 (both days inclusive). Holders of H Shares and whose names appear on the register of H Shares kept at the Company's H-Shares Registrar and holders of Domestic Shares of the Company whose names appear on the register of Shareholders of the Company on Monday, 6 July 2020 are entitled to the 2019 final dividend (if any). To qualify for entitlement of the 2019 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

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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set out in note(A)), not later than 4:30 p.m. on Monday, 29 June 2020. 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.

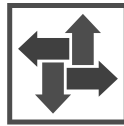
- (J) Please note that the proposed amendments to the existing Articles of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language in this notice is for reference only. In case of any inconsistency between the English and Chinese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

\* *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 the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Tuesday, 23 June 2020 (or as soon as the 2019 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 specified, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 29 April 2020 (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 Exchange or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;

\* For identification purpose only

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## NOTICE OF H SHARES CLASS MEETING

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- (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
  - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (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 per cent 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 2019 Annual General Meeting and the Domestic Shares Class Meeting of the Company to be held on 23 June 2020 (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 date of passing this resolution until 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

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## NOTICE OF H SHARES CLASS MEETING

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- (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  
29 April 2020

*Notes:*

- (A) The Company will not process registration of transfers of the H Shares of the Company (the “**H Shares**”) from Wednesday, 3 June 2020 to Tuesday, 23 June 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 Tuesday, 2 June 2020 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 Tuesday, 2 June 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

- (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 Tuesday, 2 June 2020).

- (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 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 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 authorized by that corporate Shareholder as required by the Articles of Association of the Company.

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## NOTICE OF H SHARES CLASS MEETING

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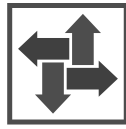
- (E) To be valid, the proxy form and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell 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 authorized 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 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 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 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 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 the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on Tuesday, 23 June 2020 (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 specified, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 29 April 2020 (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 Exchange or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;

\* For identification purpose only



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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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- (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
  - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (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 per cent 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 2019 Annual General Meeting and the H Shares Class Meeting of the Company to be held on 23 June 2020 (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 date of passing this resolution until 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

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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- (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  
29 April 2020

*Notes:*

- (A) The Company will not process registration of transfers of the Domestic Shares of the Company (the “**Domestic Shares**”) from Wednesday, 3 June 2020 to Tuesday, 23 June 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 Tuesday, 2 June 2020 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 of Directors of the Company (the “**Secretary to the Board**”).

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 Tuesday, 2 June 2020. 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 Tuesday, 2 June 2020). (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 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

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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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 authorized by that corporate Shareholder as required by the Articles of Association of the Company.

- (E) 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 (D) above must be delivered to the Secretary to the Board, (address: 3rd Floor, Block No. 45 Xinyuan Street, Chaoyang District, Beijing, The People's Republic of China), not less than 24 hours before the time appointed for the Domestic Shares Class Meeting.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the Domestic Shares Class Meeting. If a corporate Shareholder's legal representative or any other person authorized 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 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 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*