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北京京客隆商業集團股份有限公司

**BEIJING JINGKELONG COMPANY LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 814)**

## **NOTICE OF 2022 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 2022 (the “**2022 Annual General Meeting**”) will be held at 9:00 a.m. on Wednesday, 17 May 2023 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 indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the company dated 25 April 2023.

### **AS ORDINARY RESOLUTIONS:**

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2022.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2022.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2022.
4. To consider and approve the appointment of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)) as the auditors of the Company for the period from the conclusion of the 2022 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023, and to authorize the audit committee of the Board of Directors of the Company to determine its remuneration.

\* *For identification purposes only*

5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2022:

As the net profit (loss) attributable to the shareholders of the parent company for the year ended 31 December 2022 was RMB(96,070,695), the Board of the Company proposed not to pay a final dividend to its shareholders, which means there will be no cash dividend distribution, nor will the capital reserves be capitalized or other forms of distribution be made in respect of the year ended 31 December 2022 in order to ensure the continuous and stable operation and the long-term interest of the shareholders of the Company, after taking into account the operating plans and capital needs of the Company in 2023.

6. To consider and approve the appointment of Ms. Wang Hong as an executive Director for the term from the conclusion of the 2022 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024. Mr. Li Shunxiang will resign as a non-executive Director with effect from the conclusion of the 2022 Annual General Meeting due to new work arrangements.
7. To consider and approve the appointment of Mr. Wang Liming as a Supervisor of the Company for the term from the conclusion of the 2022 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024. Ms. Liu Wenyu will resign as a Supervisor with effect from the conclusion of the 2022 Annual General Meeting due to work adjustments.

#### **AS SPECIAL RESOLUTIONS:**

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

8. **“THAT:**

- (1) the board of directors of the Company (the **“Board”**) be and is hereby authorised and granted an unconditional general mandate (**“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 right 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 right under the General Mandate (Shares) in accordance with the Company Law of the People's Republic of China (the "**PRC**") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or stock exchange (if applicable) are obtained;

and, for the purpose of this resolution:

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

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

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

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

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares or such other securities to be allotted and issued pursuant to an offer made to all the shareholders of the 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
  - (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.”

9. **“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 be and is hereby authorized and granted on unconditional general mandate to exercise all the rights of the Company to repurchase H Shares (as defined below) 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;

- (2) the authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
  - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
  - (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the H Shares Class Meeting and Domestic Shares Class Meeting of the Company to be held on 17 May 2023 (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; and

(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 passing of this special resolution until whichever is the earlier of;

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

10. **“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 and/or medium term notes in one or more tranches, with an aggregate principal amount not exceeding RMB800 million (inclusive of RMB800 million) (the “**Short Term Debenture(s) and/or Medium Term Note(s) Issue**”); 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 Short Term Debenture(s) and/or Medium Term Note(s) Issue (including, but not limited to, the determination of the final aggregate principal amount, term, interest rate, and use of the proceeds of the Short Term Debenture and/or Medium Term Notes Issue(s) and other related matters);

- (ii) do all such acts which are necessary and incidental to the issue of the Short Term Debenture(s) and/or Medium Term Notes (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 Short Term Debenture(s) and/or Medium Term Notes (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 Short Term Debenture(s) and/or Medium Term Note(s), such acts and steps be and are hereby approved, confirmed and ratified.”

11. **“THAT:**

In order to support the business development of the Company, broaden its financing channels and optimize the financial structure, the Board be and is hereby granted a general mandate to issue the corporate bonds (the **“Corporate Bonds”**) of not exceeding RMB800 million (including RMB800 million) in the PRC.

**Details of the Corporate Bonds are set out as follows:**

Issuer: The Company

Issue size: Not exceeding RMB800 million (including RMB800 million). It is proposed that the 2022 Annual General Meeting shall authorize the Board or such person(s) authorized by the Board, based on the market rates of corporate bonds and the market conditions at the time of issue, to determine the specific issue size within the above-mentioned range.

Maturity: Not exceeding 10 years

**The mandate in relation to the proposed issue of the Corporate Bonds**

In order to ensure that the issue of the Corporate Bonds can be conducted in a smooth and effective manner, it is proposed by the Board that the Shareholders at the 2022 Annual General Meeting shall authorize the Board to deal with, in its absolute discretion, matters related to the issue of the Corporate Bonds, including but not limited to the following:

- (1) to the extent permitted by the laws and regulations and according to the specific conditions of the Company and the market, to formulate the specific issue plan, and amend and adjust the terms of issue of the Corporate Bonds, including but not limited to the number of tranches, timing of issue of each tranche, issue size, maturity, interest rate or method of its determination, whether the Corporate Bonds to be issued in tranches and

the issue size of each tranche, term and method of repayment of principal and payment of interests, transaction and circulation upon issue, the specific use of proceeds and all other matters related to the issue of Corporate Bonds;

- (2) to decide on the engagement of underwriter(s) and other intermediaries to provide service in respect of the issue of the Corporate Bonds;
- (3) to deal with the application for the issue of Corporate Bonds and the transaction and circulation upon issue, including but not limited to signing, execution, modification, and completion of all necessary documents, contracts, agreements and undertakings related to the issue of Corporate Bonds and the transaction and circulation upon the issue, and to make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;
- (4) in the event that there is any changes in the regulatory policies governing the issue of corporate bonds or any changes in the market conditions, except for those matters that require a new poll at a general meeting under relevant laws, regulations and the Articles of Association of the Company, to authorize the Board to decide whether to proceed with the issue of Corporate Bonds and whether to make corresponding adjustments to the specific issue plan pursuant to the new policy requirements and opinions issued by regulatory bodies or new market conditions;
- (5) to handle other matters related to the issue of Corporate Bonds;
- (6) this mandate shall be valid from the date of approval by the Shareholders at the 2022 Annual General Meeting until the date of on which all the above-mentioned matters in respect of the mandate are fully implemented; and
- (7) unless prohibited by the relevant laws and regulations, to approve the Board to confer the above-mentioned mandate to the Chairman of the Board, for specifically dealing with the matters related to the issue of Corporate Bonds. Such mandate conferred shall take effect from the date on which the Board obtains the above-mentioned mandate, and shall expire upon the completion of handling of the relevant matters mandated.

This resolution shall be valid for 24 months from the date of approval by the Shareholders at the 2022 Annual General Meeting.”

12. **“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 (H))

No. of the existing articles	Original Article	No. of the amended articles	Amended Article
Article 67	<p>The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor. If the shareholder is the recognized clearing house (or its attorney) as defined under the relevant laws and regulations of the place in which the Company's securities are listed, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company.</p>	Article 67	<p>The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor. If the shareholder is the recognized clearing house (or its attorney) as defined under the relevant laws and regulations of the place in which the Company's securities are listed, such shareholder is entitled to appoint <b>Corporate Representative</b> or one or more persons as his proxies to attend on his behalf <del>at to attend</del> a general meeting or at any class meeting <del>or creditors meetings</del>, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company.</p>

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Zhang Liwei**  
*Chairman*

Beijing, the People's Republic of China  
25 April 2023

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Thursday, 11 May 2023 to Wednesday, 17 May 2023 (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 Wednesday, 10 May 2023 are entitled to attend and vote at the 2022 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2022 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 Wednesday, 10 May 2023. The address of the Company’s H-Share Registrar is as follows:

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

The Company will not process registration of transfers of the domestic shares of the Company (“**Domestic Shares**”) from Thursday, 11 May 2023 to Wednesday, 17 May 2023 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Wednesday, 10 May 2023 are entitled to attend and vote at the 2022 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors of the Company for details concerning registration of transfers of Domestic Shares.

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

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

- (B) Each holder of H Shares entitled to attend and vote at the 2022 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2022 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the 2022 Annual General

Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate Shareholder as required by the articles of association of the Company.

- (D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2022 Annual General Meeting.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the 2022 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2022 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (C) and (D) above also apply to the holders of Domestic Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the 2022 Annual General Meeting. The address of the Secretary to the Board is stated in note (A) above.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the 2022 Annual General Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the 2022 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) The 2022 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2022 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (H) 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 purposes only*

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