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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 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  
ELECTION OF DIRECTOR AND SUPERVISOR,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES  
AND/OR MEDIUM TERM NOTES,  
GENERAL MANDATE TO ISSUE CORPORATE BONDS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICES OF 2022 ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

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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 PRC. The H Shares Class Meeting will be held at 10:00 a.m. or immediately after the conclusion of the 2022 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 2022 Annual General Meeting and the Class Meetings are set out in this circular.

Whether or not you are able to attend any of the 2022 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.

25 April 2023

\* For identification purposes 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:*

|                                   |   |
|-----------------------------------|---|
| “2022 Annual General Meeting”     | the annual general meeting of the Company to be held for the purpose of considering the proposed election of Director and Supervisor, the proposed general mandate to issue Shares, the proposed general mandate to repurchase H Shares, the proposed general mandate to issue Short Term Debentures and/or Medium Term Notes, the proposed general mandate to issue Corporate Bonds, the proposed amendments to the Articles of Association and the other matters contained in the Notice of 2022 Annual General Meeting |
| “2024 Annual General Meeting”     | the annual general meeting of the Company for the year ending 31 December 2024  |
| “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 Registrar at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong  |
| “Corporate Bonds”                 | has the meaning as ascribed to it under the section headed “6. Proposed general mandate to issue Corporate Bonds” in this circular  |
| “Director(s)”                     | the director(s) of the Company  |

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## DEFINITIONS

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| “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)  |
| “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”               | 18 April 2023, 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   |
| “Notice of 2022 Annual General Meeting” | the notice of the 2022 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  |

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## DEFINITIONS

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| “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 2022 Annual General Meeting and the Class Meetings |
| “RMB”  | Renminbi yuan, the lawful currency of the PRC  |
| “SAFE”   | State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) or its successor authority  |
| “SFO”  | the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong)   |
| “Share(s)”                                       | Domestic Share(s) and H Share(s), as the context may require   |
| “Shareholder(s)”                                 | Domestic Shareholder(s) and H Shareholder(s), as the context may require   |
| “Short Term Debentures and/or Medium Term Notes” | the short term debentures and/or medium term notes, in one or more tranches, further details of which are contained in the Notice of 2022 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  |

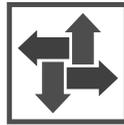
*If there is any inconsistency between the Chinese version of the name(s) of the person(s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.*

\* *For identification purposes 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. Zhang Liwei  
Ms. Li Chunyan  
Mr. Li Shenlin

*Non-executive Directors:*

Mr. Li Jianwen  
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

25 April 2023

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR  
ELECTION OF DIRECTOR AND SUPERVISOR,  
GENERAL MANDATE TO ISSUE SHARES,  
GENERAL MANDATE TO REPURCHASE H SHARES,  
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES  
AND/OR MEDIUM TERM NOTES,  
GENERAL MANDATE TO ISSUE CORPORATE BONDS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICES OF 2022 ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) election of Director and Supervisor; (ii) the general mandate to issue Shares; (iii) the general mandate to repurchase H Shares; (iv) the general mandate to issue Short Term Debentures and/or Medium Term Notes; (v) the general mandate to issue Corporate Bonds; (vi) amendments to the Articles of Association and the other matters contained in the Notice of 2022 Annual General Meeting and the notices convening the Class Meetings, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be able at the 2022 Annual General Meeting and the Class Meetings.

### 2. PROPOSED ELECTION OF DIRECTOR AND SUPERVISOR

#### (a) Election of Director

As disclosed in the announcement of the Company dated 10 April 2023, due to new work arrangement, Mr. Li Shunxiang will resign as a non-executive Director of the Company with effect from the conclusion of the 2022 Annual General Meeting. It is proposed by the Board that Ms. Wang Hong (“**Ms. Wang**”) be appointed as an executive Director. The biography of Ms. Wang is set out as follows:

Ms. Wang Hong (王虹), aged 52, is the general manager of the Company, the director, chairman of the board of directors and the legal representative of Beijing Chaoyang Jingkelong Vocational Skills Training School (a wholly-owned subsidiary of the Company). Ms. Wang obtained a bachelor’s degree from Zhejiang University\* (浙江大學). She worked in Beijing Ruida Frozen Foods Company Limited\* (北京瑞達急凍食品有限公司) for about nine years and was appointed as the assistant to general manager before joining the Company. From September 2003 to March 2011, she had been appointed as the deputy officer of the Office of Managers, the purchase manager of the In-house Brand Division of Purchase Center and the manager of the Marketing Department of the Company. From March 2011 to July 2012, she had been appointed as the deputy manager and the manager of the Human Resources Department. From August 2012 to August 2017, she was the director general and the manager of the Human Resources Department of the Company. From June 2010 to October 2017, she was a staff-appointed supervisor of the Company. From August 2017 to April 2023, she was the assistant general manager of the Company. Since April 2023, she has been the general manager of the Company.

If the proposed appointment of Ms. Wang as an executive Director is approved at the 2022 Annual General Meeting by the Shareholders, the Company will enter into a service contract with Ms. Wang for the term from the conclusion of the 2022 Annual General Meeting to the conclusion of the 2024 Annual General Meeting. Pursuant to the service contract to be entered into with Ms. Wang, Ms. Wang will not receive any emoluments for serving as an executive Director but is entitled to remuneration based on her executive duties and responsibilities (other than being a Director) in the Company. Ms. Wang is entitled to a fixed annual basic salary and a performance based bonus (subject to adjustment which shall be determined with reference to the Company’s annual financial results) in the total amount of RMB700,000.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Ms. Wang holds 186,696 Domestic Shares, representing approximately 0.05% of the total issued shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wang:

- (i) does not hold any other position with the Company or other members of the Group;
- (ii) has not held any other directorship in any public company with securities listed on any securities market in Hong Kong or overseas during the three years prior to the Latest Practicable Date;
- (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined respectively in the Listing Rules) of the Company; and
- (iv) is not interested or deemed to be interested, nor has short positions, in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there are no other matters relating to the proposed appointment of Ms. Wang that need to be brought to the attention of the Shareholders, and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

**(b) Election of Supervisor**

Ms. Liu Wenyu will resign as a Supervisor with effect from the conclusion of the 2022 Annual General Meeting due to work adjustment. The Supervisory Committee has resolved to propose to the Shareholders to elect Mr. Wang Liming (“**Mr. Wang**”) as a Supervisor. The biography of Mr. Wang is set out as follows:

Mr. Wang Liming (王利明), aged 41, obtained a bachelor’s degree in management from North China Electric Power University\* (華北電力大學), and a Master of Public Administration from Peking University\* (北京大學). From July 2004 to July 2011, he successively worked in the Housing Reform Department of Beijing Chaoyang District Land Resources and Housing Administration Bureau\* (北京市朝陽區國土資源和房屋管理局), the Personnel Department of Beijing Chaoyang District Construction Committee\* (北京市朝陽區建設委員會), and the Personnel Department of Beijing Chaoyang District Housing Administration Bureau\* (北京市朝陽區房屋管理局). From July 2011 to May 2015, he successively served as deputy chief of Personnel Section, deputy chief of Housing Reform Section and deputy director of Office in Beijing Chaoyang District Housing Administration Bureau. From May 2015 to July 2020, served as manager assistant of Beijing Chaoyang Auxiliary Food Company\* (北京市朝陽副食品總公司). Since July 2020, he has served as deputy general manager of Beijing Chaofu Stated-owned Assets Administration Company Limited\* (北京朝富國有資產管理有限公司).

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## LETTER FROM THE BOARD

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If the proposed appointment of Mr. Wang as a Supervisor is approved at the 2022 Annual General Meeting by the Shareholders, the Company will enter into a service contract with Mr. Wang for the term from the conclusion of the 2022 Annual General Meeting to the conclusion of the 2024 Annual General Meeting. Pursuant to the service contract to be entered into with Mr. Wang, Mr. Wang will not receive any emoluments for serving as a Supervisor.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang:

- (i) does not hold any other position with the Company or other members of the Group;
- (ii) has not held any other directorship in any public company with securities listed on any securities market in Hong Kong or overseas during the three years prior to the Latest Practicable Date;
- (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined respectively in the Listing Rules) of the Company; and
- (iv) is not interested or deemed to be interested, nor has short positions, in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there are no other matters relating to the proposed appointment of Mr. Wang that need to be brought to the attention of the Shareholders, and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

### **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 2022 Annual General Meeting, the Board has resolved to seek Shareholders' approval at the 2022 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 2022 Annual General Meeting and related matters.

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

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

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its share unless such repurchase is effected for the purposes of: (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as a reward to the staffs of the company; or (d)

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## LETTER FROM THE BOARD

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the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division. 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 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 2022 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 2022 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 2022 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 AND/OR MEDIUM TERM NOTES**

The Board has resolved to seek Shareholders' approval at the 2022 Annual General Meeting to grant the Board a general mandate to issue short term debentures and/or medium term notes and related matters.

### **6. PROPOSED GENERAL MANDATE TO ISSUE CORPORATE BONDS**

In order to provide the Company with a source of medium and long-term funding, adjust the Company's debt structure, repay part of the bank loans, replenish the Company's working capital and for other uses allowed by relevant law and regulations, it is proposed to seek Shareholders' approval to grant the Board a general mandate in relation to the public issue and listing of the domestic corporate bonds (the "**Corporate Bonds**") with an aggregate amount of not exceeding RMB800 million in the PRC.

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

The Board proposed to amend the Articles of Association as set out in the resolution numbered 10 in the Notice of the 2022 Annual General Meeting, for the purposes of bringing the Articles of Association in line with the Core Shareholders Protection Standards as set out in Appendix 3 to the Listing Rules effective from 1 January 2022.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have confirmed that the proposed amendments to the Articles of Association conform with the requirements of the Listing Rules and the PRC laws. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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### 8. VOTING BY POLL AT THE 2022 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 2022 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 2022 Annual General Meeting and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 9. THE 2022 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS

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 PRC. The H Shares Class Meeting will be held at 10:00 a.m. or immediately after the conclusion of the 2022 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 2022 Annual General Meeting and the Class Meetings are set out in this circular.

The proxy forms for use at the 2022 Annual General Meeting and the Class Meetings, respectively, are also enclosed herewith. Whether or not you are able to attend the 2022 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.

### 10. 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 Wednesday, 10 May 2023 are entitled to attend and vote at the 2022 Annual General Meeting and the Class Meetings. The register of members of the Company will be closed from Thursday, 11 May 2023 to Wednesday, 17 May 2023, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the 2022 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 Wednesday, 10 May 2023. 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) 64603046; and facsimile No.: 86(10) 64611370.

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## LETTER FROM THE BOARD

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### 11. RECOMMENDATIONS

The Directors consider that the proposed (i) election of Director and Supervisor; (ii) general mandate to issue Shares; (iii) general mandate to repurchase H shares; (iv) general mandate to issue Short Term Debentures and/or Medium Term Notes; (v) general mandate to issue Corporate Bonds; and (vi) amendments to the Articles of Association and the other matters contained in the Notice of 2022 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 recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2022 Annual General Meeting and the Class Meetings.

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

### **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 2022 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 believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Board believe that such repurchases will benefit the Company and its Shareholders.

### **FUNDING OF REPURCHASES**

When repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company or the proceeds from a fresh issue of Shares made for the purpose of the repurchase.

Taking into account the current working capital position of the Company, the 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 2022, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2022.

The Board do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the 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 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><br><i>(HK \$)</i> | <b>Lowest</b><br><i>(HK \$)</i> |
|---|----------------------------------|---------------------------------|
| <b>2022</b>                               |                                  |                                 |
| April                                     | 0.88                             | 0.76                            |
| May                                       | 0.84                             | 0.74                            |
| June                                      | 0.83                             | 0.73                            |
| July                                      | 0.80                             | 0.64                            |
| August                                    | 0.75                             | 0.65                            |
| September                                 | 0.73                             | 0.65                            |
| October                                   | 0.70                             | 0.55                            |
| November                                  | 0.63                             | 0.56                            |
| December                                  | 0.73                             | 0.60                            |
| <b>2023</b>                               |                                  |                                 |
| January                                   | 0.75                             | 0.67                            |
| February                                  | 0.75                             | 0.69                            |
| March                                     | 0.72                             | 0.58                            |
| April (up to the Latest Practicable Date) | 0.65                             | 0.58                            |

### **DIRECTOR'S UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the right 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 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 2022 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 rights to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Board, Beijing Chaofu State-owned Assets Administration Company Limited ("**Chaofu Company**", formerly known as "Beijing Chaoyang Auxiliary Food Company") 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 2022 Annual General Meeting and the Class Meetings, if the Repurchased Mandate were exercised in full, the equity interest in the Company owned by Chaofu Company and its associates would increase to approximately 42.49% of the then registered share capital of the Company. The Board are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the 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 connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

**SECURITIES REPURCHASE MADE BY THE COMPANY**

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

**TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

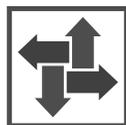
Pursuant to Code Provision B.2.4(a) of the Corporate Governance Code, the Company should disclose the length of tenure of each existing independent non-executive Director on a named basis if all of them have served more than nine years on the Board. All of the independent non-executive Directors have served the Company for more than nine years. The lengths of their tenure are set out below:

| <b>Name</b>     | <b>Date of appointment</b> | <b>Length of tenure</b> |
|-----------------|----------------------------|-------------------------|
| Mr. Wang Liping | 10 June 2010               | 12 years                |
| Mr. Chen Liping | 10 June 2010               | 12 years                |
| Mr. Choi Onward | 10 June 2010               | 12 years                |

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## NOTICE OF 2022 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 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.
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

\* For identification purposes only

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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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

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (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;

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (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;

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (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.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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### **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;

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- (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

## NOTICE OF 2022 ANNUAL GENERAL MEETING

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 <b>or creditors meetings</b>, 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

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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*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.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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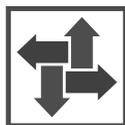
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the 2022 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2022 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (C) 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*

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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 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 4<sup>th</sup> Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on Wednesday, 17 May 2023 (or as soon as the 2022 Annual General Meeting of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the following special resolution. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 25 April 2023.

#### AS SPECIAL RESOLUTION

**“THAT:**

To authorize the Board to repurchase H Shares of the Company (the “**H Shares**”) 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 rights of the Company to repurchase H Shares in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchanges or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;

\* For identification purposes only

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## NOTICE OF H SHARES CLASS MEETING

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- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the 2022 Annual General Meeting and the 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;
- (5) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (b) the expiry of a period of twelve months following the passing of this special resolution; or
  - (c) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares of the Company at its respective class meeting.”

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

Beijing, The People’s Republic of China  
25 April 2023

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## NOTICE OF H SHARES CLASS MEETING

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*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from 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 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 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

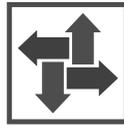
- (B) Each holder of H Shares entitled to attend and vote at the H Shares Class Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the H Shares Class Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With 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 H Shares Class Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (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 H Shares Class Meeting.
- (E) A Shareholder or his/her proxy should produce proof of identity when attending the H Shares Class Meeting. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the H Shares Class Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (F) 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 purposes 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 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 4<sup>th</sup> Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on Wednesday, 17 May 2023 (or as soon as the 2022 Annual General Meeting and the H Shares Class Meeting of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the following special resolution. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 25 April 2023.

#### AS SPECIAL RESOLUTION

**“THAT:**

To authorize the Board to repurchase H Shares of the Company (the “**H Shares**”) 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 rights of the Company to repurchase H Shares in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchanges or of any other governmental or regulatory body be and is approved;
- (2) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
  - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
  - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
  - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;

\* *For identification purposes only*

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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- (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the 2022 Annual General Meeting and the H 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;
- (5) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (b) the expiry of a period of twelve months following the passing of this special resolution; or
  - (c) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares of the Company at its respective class meeting.”

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

Beijing, The People’s Republic of China  
25 April 2023

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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*Notes:*

- (A) 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 4:30 p.m., the close of business on Wednesday, 10 May 2023 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 (“**Secretary to the Board**”) of directors of the Company.

To qualify for attendance and voting at the Domestic Shares Class Meeting, documents on transfers of Domestic Shares, accompanied by the relevant share certificates, must be lodged with the Secretary to the Board, not later than 4:30 p.m. on Wednesday, 10 May 2023. 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) 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 (“**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 Domestic Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the Domestic Shares Class Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (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 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.
- (E) A Shareholder or his/her proxy should produce proof of identity when attending the Domestic Shares Class Meeting. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the Domestic Shares Class Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (F) 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 purposes only*