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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 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:

\* *For identification purpose only*

- (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 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

*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 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.

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*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.*