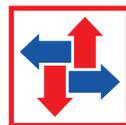

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSAL FOR APPOINTMENT OF AN EXECUTIVE DIRECTOR AND
NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING**

A notice for convening the 2024 Extraordinary General Meeting of the Company to be held at 9:00 a.m. on Friday, 12 January 2024 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China is set out in this circular.

Whether or not you are able to attend the 2024 Extraordinary General Meeting, 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 2024 Extraordinary General Meeting or at any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 Extraordinary General Meeting or at any adjournment should you so wish.

21 December 2023

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2024 Annual General Meeting”	the annual general meeting of the Company for the year ending 31 December 2024
“Board”	the Board of Directors
“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
“the Company’s H-Share Registrar”	Computershare Hong Kong Investor Services Limited Registrar at Shops 1712-16, 17 th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares(s) issued by the Company, with a denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic 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 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”	15 December 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 2024 Extraordinary General Meeting”	the notice of 2024 Extraordinary General Meeting contained in this circular

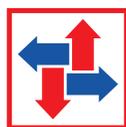
DEFINITIONS

“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
“RMB”	Renminbi yuan, the lawful currency of the PRC
“2024 Extraordinary General Meeting”	the extraordinary general meeting of 2024 of the Company to be held for the purpose of considering the proposed appointment of an executive Director contained in the Notice of 2024 Extraordinary General Meeting
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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*

LETTER FROM THE BOARD



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. Wang Hong
Mr. Li Shenlin
Mr. Zhang Hongbo

Registered Office:

Block No. 45
Xinyuan Street
Chaoyang District
Beijing PRC

Non-executive Directors:

Mr. Li Jianwen
Ms. Zhang Yan

Place of business in Hong Kong:

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

Independent Non-executive Directors:

Mr. Wang Liping
Mr. Chen Liping
Mr. Kot Man Tat

21 December 2023

To Shareholders

Dear Sir/Madam,

PROPOSAL FOR APPOINTMENT OF AN EXECUTIVE DIRECTOR AND NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 15 December 2023 in relation to the proposed appointment of an executive Director.

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposal for the appointment of an executive Director contained in the Notice of 2024 Extraordinary General Meeting, so that the Shareholders may make an informed decision on voting in respect of the resolution to be tabled at the 2024 Extraordinary General Meeting.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated 15 December 2023, as Mr. Li Shenlin is reaching the statutory retirement age, he will resign as an executive Director of the Company with effect from the conclusion of the 2024 Extraordinary General Meeting. It is proposed by the Board that Mr. Yang Wensheng (“**Mr. Yang**”) be appointed as an executive Director. The biography of Mr. Yang is set out as follows:

Mr. Yang Wensheng (楊文生), aged 45, is an assistant general manager of the Company. Mr. Yang obtained a bachelor’s degree in Management from Henan University. From September 2000 to July 2004, he served as an officer in the Planning Commission of Shangqiu City, Henan Province* (河南省商丘市計劃委員會). From July 2004 to July 2006, he served as deputy director of the Economic Research Center in Development Planning Commission of Shangqiu City, Henan Province* (河南省商丘市發展計劃委員會). From July 2006 to October 2010, he successively served as the deputy chief of the Transportation Division (from July 2006 to August 2010), and the chief of the National Economy Comprehensive Division (from August 2010 to October 2010) of the Development and Reform Commission of Shangqiu City of Henan Province* (河南省商丘市發展和改革委員會). From October 2010 to July 2013, he served as deputy county head of Wangjiang County, Anhui Province. From July 2013 to April 2018, he served as deputy director of the Financial Services Office of Wuqing District, Tianjin City* (天津市武清區金融服務辦公室); from July 2017 to April 2018, he also served as the deputy director of the State-owned Assets Supervision and Administration Commission of Wuqing District, Tianjin City* (天津市武清區國有資產監督管理委員會); from August 2017 to April 2018, he also served as the deputy director of the Finance Bureau of Wuqing District, Tianjin City* (天津市武清區財政局). From April 2018 to January 2022, he served as the deputy manager of Beijing Chaoyang District State-owned Capital Operation and Management Center* (北京市朝陽區國有資本經營管理中心). From January 2022 to August 2023, he served as the deputy general manager of Beijing Chaoyang State-owned Capital Operation and Management Company Limited* (北京朝陽國有資本運營管理有限公司). Since September 2023, he has served as the assistant general manager of the Company.

If the proposed appointment of Mr. Yang as an executive Director is approved at 2024 Extraordinary General Meeting by the Shareholders, the Company will enter into a service contract with Mr. Yang for the term from the conclusion of the 2024 Extraordinary General Meeting to the conclusion of the 2024 Annual General Meeting. Pursuant to the service contract to be entered into with Mr. Yang, Mr. Yang will not receive any emoluments for serving as an executive Director but is entitled to remuneration based on his executive duties and responsibilities (other than being a Director) in the Company. Mr. Yang is entitled to a fixed annual basic salary and a performance based bonus (subject to adjustment which shall be determined with reference to the Company’s annual financial results) in the total amount of RMB560,000.

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

- (i) does not hold any other position with the Company or other members of the Group;

LETTER FROM THE BOARD

- (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.

As at the Latest Practicable Date, save as disclosed in this circular, there are no other matters relating to the proposed appointment of Mr. Yang 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. VOTING BY POLL AT 2024 EXTRAORDINARY GENERAL MEETING

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 the resolution at the 2024 Extraordinary General Meeting will be conducted by way of poll. An announcement on the poll vote results will be made by the Company after the 2024 Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

4. 2024 EXTRAORDINARY GENERAL MEETING

2024 Extraordinary General Meeting will be held at 9:00 a.m. on Friday, 12 January 2024 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. Notice of 2024 Extraordinary General Meeting is set out in this circular.

The proxy forms for use at the 2024 Extraordinary General Meeting is also enclosed herewith. Whether or not you are able to attend the 2024 Extraordinary General Meeting, 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 2024 Extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 Extraordinary General Meeting or any adjournments should you so wish.

5. 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 Friday, 5 January 2024 are entitled to attend and vote at the 2024 Extraordinary General Meeting. The register of members of the Company will be closed from Saturday, 6 January 2024 to Friday, 12 January 2024, both days inclusive, during which no transfer of Shares will be

LETTER FROM THE BOARD

effective. In order to be eligible to attend the 2024 Extraordinary General Meeting 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 Friday, 5 January 2024. 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.

6. RECOMMENDATIONS

The Directors consider that the proposed appointment of an executive Director contained in the Notice of 2024 Extraordinary General Meeting is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the resolution to be proposed at the 2024 Extraordinary General Meeting.

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

* *For identification purposes only*

NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING



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 2024 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary 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 2024 (the “**2024 Extraordinary General Meeting**”) will be held at 9:00 a.m. on Friday, 12 January 2024 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 21 December 2023.

AS ORDINARY RESOLUTION:

To consider and approve the appointment of Mr. Yang Wensheng (“**Mr. Yang**”) as an executive Director of the Company for the term from the conclusion of the 2024 Extraordinary General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024.

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

Beijing, the People's Republic of China
21 December 2023

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 6 January 2024 to Friday, 12 January 2024 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited (“**the Company's H-Share Registrar**”) at 4:30 p.m., the close of business on Friday, 5 January 2024 are entitled to attend and vote at the 2024 Extraordinary General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2024 Extraordinary 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 Friday, 5 January 2024. The address of the Company's H-Share Registrar is as follows:

* *For identification purposes only*

NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING

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 Saturday, 6 January 2024 to Friday, 12 January 2024 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 5 January 2024 are entitled to attend and vote at the 2024 Extraordinary 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 2024 Extraordinary General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2024 Extraordinary 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 2024 Extraordinary 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 2024 Extraordinary General Meeting.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the 2023 Extraordinary General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2024 Extraordinary 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 2024 Extraordinary 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 2024 Extraordinary 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 2024 Extraordinary General Meeting, such legal

NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING

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) 2024 Extraordinary General Meeting is expected to last for not more than half a day. Shareholders who attend the 2024 Extraordinary General Meeting shall bear their own travelling and accommodation expenses.

* *For identification purposes only*