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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 2020 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 2020 (the “**2020 Annual General Meeting**”) will be held at 9:00 a.m. on Friday, 21 May 2021 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 April 2021.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2020.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2020.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2020.
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 2020 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021, and to authorize the audit committee of the Board of Directors of the Company to determine its remuneration.

* *For identification purpose only*

5. To consider and approve the profit distribution of the Company for the year ended 31 December 2020, including the payment of the final dividend of RMB0.10 per share (tax inclusive) of the Company (Note (H)).

AS SPECIAL RESOLUTIONS:

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

6. **“THAT:**

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

and, for the purpose of this resolution:

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

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

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

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

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

- (2) contingent on the Board resolving to exercise the General Mandate (Shares) and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:
 - (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate (Shares) and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and

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

7. **“THAT:**

To authorize the Board to repurchase H Shares of the Company subject to the following conditions:

- (1) subject to paragraphs (2), (3) and (4) below, during the Relevant Period (as defined in paragraph (5) below), the Board be and is hereby authorized and granted on unconditional general mandate to exercise all the powers of the Company to repurchase H Shares (as defined below) in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body;
- (2) the authorization in respect of the repurchase of H Shares to the Board includes but not limited to:
 - (a) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
 - (b) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
 - (c) open offshore securities account and attend relevant registration procedures for foreign exchange;
 - (d) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
 - (e) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
 - (f) execute and handle all other relevant documents and matters in relation to the share repurchase;

- (3) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (4) the approval in paragraph (1) above shall be conditional upon:
- (a) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (4) (a)) at the H Shares Class Meeting and the Domestic Shares Class Meeting of the Company to be held on 21 May 2021 (or on such adjourned date as may be applicable); and
 - (b) the approval of the SAFE and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
- (5) for the purpose of this special resolution:

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

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

“Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of;

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

8. “**THAT:**

- (1) the Board be and is hereby generally and unconditionally granted a general mandate, subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China (中國銀行間市場交易商協會), to issue short term debentures in one or more tranches, with an aggregate principal amount of not exceeding RMB800 million (inclusive of RMB800 million) (the “**Debenture Issue(s)**”); and
- (2) the Board (or any committee thereof), taking into consideration the requirement of the Company and other market conditions, be and is hereby generally and unconditionally authorized to:
 - (i) determine the terms and conditions of and other matters relating to the Debenture Issue(s) (including, but not limited to, the determination of the final aggregate principal amount, term, interest rate, and use of the proceeds of the Debenture Issue(s) and other related matters); and
 - (ii) do all such acts which are necessary and incidental to the Debenture Issue(s) (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and
 - (iii) take all such steps which are necessary for the purposes of executing the Debenture Issue(s) (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board (or any committee thereof) in connection with the Debenture Issue(s), such acts and steps be and are hereby approved, confirmed and ratified.”

9. “**THAT:**

the Board of the Company be and is hereby granted a general mandate to issue the corporate bonds (the “**Corporate Bonds**”) of not exceeding RMB400 million (including RMB400 million) in the PRC.

Details of the Corporate Bonds are set out as follows:

Issuer: The Company

Issue size: Not exceeding RMB400 million (including RMB400 million). It is proposed that the 2020 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 2020 Annual General Meeting shall authorize the Board to deal with, in its absolute discretion, matters related to the issue of the Corporate Bonds, including but not limited to the following:

- (1) to the extent permitted by the laws and regulations and according to the specific conditions of the Company and the market, to formulate the specific issue plan, and amend and adjust the terms of issue of the Corporate Bonds, including but not limited to the number of tranches, timing of issue of each tranche, issue size, maturity, interest rate or method of its determination, whether the Corporate Bonds to be issued in tranches and the issue size of each tranche, term and method of repayment of principal and payment of interests, transaction and circulation upon issue, the specific use of proceeds and all other matters related to the issue of Corporate Bonds;
- (2) to decide on the engagement of underwriter(s) and other intermediaries to provide service in respect of the issue of the Corporate Bonds;
- (3) to deal with the application for the issue of Corporate Bonds and the transaction and circulation upon issue, including but not limited to signing, execution, modification, and completion of all necessary documents, contracts, agreements and undertakings related to the issue of Corporate Bonds and the transaction and circulation upon the issue, and to make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;
- (4) in the event that there is any changes in the regulatory policies governing the issue of corporate bonds or any changes in the market conditions, except for those matters that require a new poll at a general meeting under relevant laws, regulations and the Articles of Association of the Company, to authorize the Board to decide whether to proceed with the issue of Corporate Bonds and whether to make corresponding adjustments to the specific issue plan pursuant to the new policy requirements and opinions issued by regulatory bodies or new market conditions;
- (5) to handle other matters related to the issue of Corporate Bonds;

- (6) this mandate shall be valid from the date of approval by the Shareholders at the 2020 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 Mr. Li Jianwen, the Chairman of the Board, or Ms. Li Chunyan, an executive Director 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 2020 Annual General Meeting.”

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

Beijing, the People’s Republic of China
21 April 2021

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 15 May 2021 to Friday, 21 May 2021 (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, 14 May 2021 are entitled to attend and vote at the 2020 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2020 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 Friday, 14 May 2021. The address of the Company’s H-Share Registrar is as follows:

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

The Company will not process registration of transfers of the Domestic Shares of the Company (the “**Domestic Shares**”) from Saturday, 15 May 2021 to Friday, 21 May 2021 (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 of Friday, 14 May 2021 are entitled to attend and vote at the 2020 Annual General Meeting. Holders of Domestic Shares should contact the Secretary to the Board (the “**Secretary to the**

Board”) 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) 64603046
Facsimile No.: 86(10) 64611370

- (B) Each holder of H Shares entitled to attend and vote at the 2020 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2020 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company (the “**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (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 authorized by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorized by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder appoints a person other than its legal representative to attend the 2020 Annual General Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorized by that corporate shareholder as required by the Articles of Association of the Company.
- (D) To be valid, the proxy form and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (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 2020 Annual General Meeting.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the 2020 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2020 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 authorization (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the 2020 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 2020 Annual General Meeting. If a corporate Shareholder’s legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the 2020 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorization document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.

- (G) The 2020 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2020 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (H) The Company will set the record date of final dividend distribution on Thursday, 3 June 2021. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Saturday, 29 May 2021 to Thursday, 3 June 2021 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-Shares Registrar and holders of Domestic Shares of the Company whose names appear on the register of shareholders of the Company on Thursday, 3 June 2021 are entitled to the 2020 final dividend (if any). To qualify for entitlement of the 2020 final dividend (if any), documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged at the transfer office of the Company's H-Shares Registrar (whose address is set out in note (A)), not later than 4:30 p.m. on Thursday, 3 June 2021. Holders of Domestic Shares should contact the Secretary to the Board (whose contact details are set out in note (A)) for details concerning registration of transfers of Domestic Shares.

* *For identification purpose only*

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