
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.

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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)

**PROPOSAL FOR APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2023 EXTRAORDINARY GENERAL MEETING**

A notice for convening the 2023 Extraordinary General Meeting of the Company to be held at 9:00 a.m. on Thursday, 24 August 2023 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 2023 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 2023 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 2023 Extraordinary General Meeting or at any adjournment should you so wish.

3 August 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:

“2023 Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held for the purpose of considering the proposed appointment of an independent non-executive Director contained in the Notice of 2023 Extraordinary General Meeting
“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, 17th 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”	27 July 2023, being the latest practicable date for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of 2023 Extraordinary General Meeting”	the notice of the 2023 Extraordinary 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
“RMB”	Renminbi yuan, the lawful currency of the PRC
“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
Ms. Li Chunyan
Mr. Li Shenlin

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

3 August 2023

To Shareholders

Dear Sir/Madam,

**PROPOSAL FOR APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2023 EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

References are made to the announcements of the Company dated 26 June 2023 and 27 July 2023 in relation to the decease of an independent non-executive Director and the proposed appointment of an independent non-executive Director, respectively.

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposal for the appointment of an independent non-executive Director contained in the Notice of 2023 Extraordinary General Meeting, so that the Shareholders may make an informed decision on voting in respect of the resolution to be tabled at the 2023 Extraordinary General Meeting.

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LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Based on the nomination of the nomination committee of the Company and the deliberation of the Board, the Board proposed to appoint Mr. Kot Man Tat (“**Mr. Kot**”) as an independent non-executive Director.

Mr. Kot, the proposed independent non-executive Director, was identified and selected in accordance with the nomination policy of the Company in consideration of the relevant factors including but not limited to gender, age, cultural and educational background, academic qualifications, professional experience and skills. The Board considers that Mr. Kot has deep professional knowledge, suitable qualifications and experience, and together with the other independent non-executive Directors, would form a good mix of expertise in providing a balanced and independent perspective to the Board on the Group’s affairs. In addition, as Mr. Kot has confirmed that he has fulfilled the independence factors as stipulated in Rule 3.13 of the Listing Rules, the Board considers that he is independent pursuant to the guidelines on independence under the Listing Rules. Accordingly, based on the recommendation of the nomination committee of the Company, the Board is of the view that Mr. Kot is suitable candidate to be appointed as an independent non-executive Director.

The biographical details of Mr. Kot are set out below:

Mr. Kot Man Tat (葛文達), aged 51, obtained a bachelor’s degree in business administration from the Chinese University of Hong Kong in 1996. He has over 20 years’ experience in accounting and financial management, and previously worked in KPMG (畢馬威會計師事務所) from August 1999 to April 2001 and Ernst & Young (安永會計師事務所) from April 2001 to November 2004. Mr. Kot served as the vice president of General Atlantic (Beijing) Investments Consultancy Limited (泛大西洋(北京)投資顧問有限公司) from June 2008 to June 2011. He was the head of capital market of Zhongsheng Group Holding Co. Limited (中升集團控股有限公司) from July 2011 to February 2013. From March 2013 to April 2016, he served as the senior vice president of General Atlantic (Beijing) Investments Consultancy Limited. From June 2016 to May 2021, he was the chief financial officer of China Zhongwang Holdings Limited (中國忠旺控股有限公司) (Stock Code: 1333, a company previously listed on the Stock Exchange which was delisted on 13 April 2023). Since May 2021, Mr. Kot has been the chief financial officer of Joy Spreader Group Inc. (樂享集團有限公司) (Stock Code: 6988, formerly known as Joy Spreader Interactive Technology Limited), a company listed on the Main Board of the Stock Exchange. Since April 2022, he has been the independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (呷哺呷哺餐飲管理(中國)控股有限公司) (Stock Code: 520, a company listed on the Main Board of the Stock Exchange).

Save as disclosed above, as at the Latest Practicable Date, Mr. Kot: (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 shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed in this circular, there is no other matter in relation to the appointment of Mr. Kot that needs to be brought to the attention of 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.

Subject to the approval of the resolution in relation to the proposed appointment of Mr. Kot as an independent non-executive Director by Shareholders at the 2023 Extraordinary General Meeting, the Company will enter into a service contract with Mr. Kot with a term commencing from the date of the 2023 Extraordinary General Meeting until the conclusion of the 2024 Annual General Meeting. Pursuant to the service contract to be entered with Mr. Kot, Mr. Kot will receive a fixed director's fee of RMB204,758 (tax inclusive) per annum from the Company, which was determined with reference to his accounting or related financial management expertise.

3. VOTING BY POLL AT THE 2023 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 2023 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 2023 Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

4. THE 2023 EXTRAORDINARY GENERAL MEETING

The 2023 Extraordinary General Meeting will be held at 9:00 a.m. on Thursday, 24 August 2023 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. Notice of 2023 Extraordinary General Meeting is set out in this circular.

The proxy forms for use at the 2023 Extraordinary General Meeting is also enclosed herewith. Whether or not you are able to attend the 2023 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 the 2023 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 2023 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 Thursday, 17 August 2023 are entitled to attend and vote at the 2023 Extraordinary General Meeting. The register of members of the Company will be closed from Friday, 18 August 2023 to Thursday, 24 August 2023, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the 2023 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 Thursday, 17

LETTER FROM THE BOARD

August 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.

6. RECOMMENDATIONS

The Directors consider that the proposed appointment of an independent non-executive Director contained in the Notice of 2023 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 2023 Extraordinary General Meeting.

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

NOTICE OF 2023 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 2023 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 2023 (the “**2023 Extraordinary General Meeting**”) will be held at 9:00 a.m. on Thursday, 24 August 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 3 August 2023.

AS ORDINARY RESOLUTION:

To consider and approve the appointment of Mr. Kot Man Tat (“**Mr. Kot**”) as an independent non-executive Director of the Company for the term from the conclusion of the 2023 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
3 August 2023

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Friday, 18 August 2023 to Thursday, 24 August 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 Thursday, 17 August 2023 are entitled to attend and vote at the 2023 Extraordinary General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2023 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 Thursday, 17 August 2023. The address of the Company's H-Share Registrar is as follows:

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NOTICE OF 2023 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 Friday, 18 August 2023 to Thursday, 24 August 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 Thursday, 17 August 2023 are entitled to attend and vote at the 2023 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 2023 Extraordinary General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2023 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 2023 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 2023 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 2023 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 2023 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 2023 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 2023 Extraordinary General Meeting, such legal

NOTICE OF 2023 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) The 2023 Extraordinary General Meeting is expected to last for not more than half a day. Shareholders who attend the 2023 Extraordinary General Meeting shall bear their own travelling and accommodation expenses.

* *For identification purpose only*