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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 and reply slip 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
RE-ELECTION OF CERTAIN DIRECTORS AND SUPERVISORS
AND
APPOINTMENT OF NEW DIRECTORS AND SUPERVISOR
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF 2009 ANNUAL GENERAL MEETING**

A notice for convening the annual general meeting of Beijing Jingkelong Company Limited (the "**Company**") to be held at 9:00 a.m. on Thursday, 10 June 2010 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.

If you intend to attend the 2009 Annual General Meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than Friday, 21 May 2010.

Whether or not you are able to attend the 2009 Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the 2009 Annual 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 2009 Annual General Meeting or at any adjournment should you so wish.

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DEFINITIONS

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

“2009 Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering the proposed re-election of certain Directors and Supervisors and appointment of new Directors and Supervisor, the proposed general mandate to issue Shares, the proposed general mandate to issue Short Term Debentures, the proposed amendments to the Articles of Association and the other matters contained in the Notice of 2009 Annual General Meeting
“A Shares”	has the same meaning ascribed thereto in the circular issued by the Company on 19 March 2010
“Articles of Association”	the articles of association of the Company
“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
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company from time to time
“Domestic Share(s)”	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 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)
“H-Shares Registrar and Transfer Office”	Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

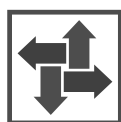
DEFINITIONS

“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”	19 April 2010, 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 2009 Annual General Meeting”	the notice of the 2009 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
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Domestic Share(s), A Shares (if issued) and H Share(s), as the context may require
“Shareholder(s)”	Domestic Shareholder(s), holder(s) of A Share(s) and H Shareholder(s), as the context may require
“Short Term Debentures”	the short term debentures, in one or more tranches, with an aggregate amount of not exceeding RMB500 million in principal, further details of which are contained in the Notice of 2009 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

* For identification purpose only

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.

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:

Wei Tingzhan
Li Jianwen
Li Chunyan
Liu Yuejin

Registered Office:

Block No. 45
Xinyuan Street
Chaoyang District
Beijing
PRC

Non-executive Directors:

Gu Hanlin
Li Shunxiang

Place of business in Hong Kong:

20th Floor
Alexandra House
16-20 Chater Road
Hong Kong

Independent Non-Executive Directors:

Fan Faming
Huang Jiangming
Chung Chi Kong

22 April 2010

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF CERTAIN DIRECTORS AND SUPERVISORS
AND
APPOINTMENT OF NEW DIRECTORS AND SUPERVISOR
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF 2009 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) re-election of certain Directors and Supervisors and the appointment of new Directors and Supervisor; (ii) the general mandate to issue Shares; (iii) the general mandate to issue Short Term Debentures; (iv) amendments to the Articles of Association, and the other matters

* For identification purpose only

LETTER FROM THE BOARD

contained in the Notice of 2009 Annual General Meeting, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the 2009 Annual General Meeting.

2. PROPOSED RE-ELECTION OF CERTAIN DIRECTORS AND SUPERVISORS AND APPOINTMENT OF NEW DIRECTORS AND SUPERVISOR

The terms of engagement of all the current Directors and Supervisors will expire on 31 October 2010. Since the Company's annual general meeting for the year ending 31 December 2010 is expected to be held in May 2011, for the purpose of the smooth work transition of the Board and the Supervisory Committee, and the preparation of the proposed listing of the A Shares on the Shanghai Stock Exchange (the reason of which is set out below), the Board and Supervisory Committee have respectively resolved to propose to the Shareholders for the early termination of the terms of each of the current Directors and Supervisors, respectively, and the Directors and Supervisors have agreed to such early termination, and to re-elect certain of the current Directors and Supervisors and appoint certain new Directors and a new Supervisor at the 2009 Annual General Meeting.

The Board currently comprises nine Directors (four of which are executive Directors, two are non-executive Directors and three are independent non-executive Directors). Pursuant to the relevant rules issued by the CSRC, the term of an independent non-executive director of a domestic listed company cannot be more than six years. For the purpose of the preparation of the proposed issue and listing of the A Shares on the Shanghai Stock Exchange, since all the three current independent non-executive Directors, namely Mr. Fan Faming, Mr. Huang Jiangming and Mr. Chung Chi Kong, would have served the Company for a term of more than six years by January 2011 (in the case of Mr. Fan Faming and Mr. Huang Jiangming) and July 2011 (in the case of Mr. Chung Chi Kong) respectively, if they were re-elected at the 2009 Annual General Meeting. Accordingly, they will not offer themselves for re-election at the 2009 Annual General Meeting. The Board proposes to Shareholders to appoint Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward as the new independent non-executive Directors for a three-year term commencing upon the conclusion of the 2009 Annual General Meeting. Meanwhile, the Board also proposes to Shareholders to re-elect all the current executive Directors, namely Mr. Wei Tingzhan, Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin, and all the current non-executive Directors, namely Mr. Gu. Hanlin and Mr. Li Shunxiang, for a three-year term commencing upon the conclusion of the 2009 Annual General Meeting.

The Supervisory Committee currently comprises six Supervisors (four of which are Shareholders-appointed Supervisors and two are staff-appointed Supervisors). The Supervisory Committee has resolved to seek Shareholders' approval of the early termination of the respective terms of the four current Shareholders appointed Supervisors, namely Ms. Qu Xinhua, Mr. Yang Baoqun, Mr. Chen Zhong and Ms. Cheng Xianghong upon the conclusion of the 2009 Annual General Meeting. Both Mr. Chen Zhong and Ms. Cheng Xianghong are independent Supervisors. With respect to the two current staff-appointed Supervisors, namely Ms. Wang Shuying and Ms. Yao Jie, the early termination of their terms and their re-election do not require the Shareholders' approval at the 2009 Annual General Meeting. The Supervisory Committee has resolved to propose to the Shareholders to re-elect Mr. Yang Baoqun, Mr. Chen Zhong and Ms. Cheng Xianghong, and to appoint Ms. Liu Wenyu as Supervisors for a three-year term commencing upon the conclusion of the 2009 Annual General Meeting. Ms. Qu Xinhua will not offer herself for re-election as a Supervisor at the 2009 Annual General Meeting due to her retirement in late 2010.

LETTER FROM THE BOARD

The proposed salary scheme for the Directors to be re-elected/newly appointed at the 2009 Annual General Meeting is as follows:

1. Each of the executive Directors (other than the Chairman of the Board) will not receive a director's fee, but will be entitled to remuneration based on his/her executive duties and responsibilities (other than being a Director) in the Company. Each of them (other than the Chairman of the Board) is entitled to a fixed annual basic salary, a performance based bonus which will be determined by reference to the Company's annual financial results and other allowance and benefits in kind under applicable PRC law and regulations. The fixed annual basic salary for the year ended 31 December 2009 of the current executive Directors (other than the current Chairman of the Board) proposed to be re-elected at the 2009 Annual General Meeting, namely Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin was RMB700,000, RMB324,000 and RMB265,330, respectively. Their respective fixed annual basic salary for each of the forthcoming three-year term as executive Directors, if they were re-elected at the 2009 Annual General Meeting, shall be reviewed by the remuneration committee of the Company and subject to the Board's approval.
2. The Chairman of the Board will be entitled to an annual basic salary of RMB700,000, and a performance based bonus which will be determined by reference to the Company's annual financial results (and will be submitted to the annual general meeting for Shareholders' approval) and other allowance and benefits in kind under applicable PRC law and regulations. The annual basic salary for the year ended 31 December 2009 of Mr. Wei Tingzhan, the current Chairman of the Board was RMB700,000.
3. The director's fee for the independent non-executive Director having the member qualification of The Hong Kong Institute of Certified Public Accountants will be RMB154,758 per annum and the director's fee for each of the other independent non-executive Directors will be RMB35,400 per annum.

Apart from the aforesaid, all the other Directors do not receive any remuneration.

The proposed salary scheme for the Supervisors to be re-elected/newly appointed at the 2009 Annual General Meeting is as follows:

1. The supervisor's fee for each of the independent Supervisors will be RMB30,066 per annum.
2. Except for the independent Supervisors, all the other Supervisors will not receive any supervisor's fee.

LETTER FROM THE BOARD

The biographical details of the Directors, Supervisors and persons proposed to be re-elected/appointed as a Director or Supervisor (as the case may be) at the 2009 Annual General Meeting are set out as follows:

The Current Directors Proposed To Be Re-elected

Executive Directors

Mr. Wei Tingzhan, aged 56, is the Chairman of the Board and an executive Director. He was elected as a representative of the 13th Beijing People's Congress. From 1991 to 1994 and 1999 to 2004, he was the general manager of Beijing Chaoyang Auxiliary Company Limited ("Chaoyang Auxiliary"). From 1994 to 2002, he was the general manager of Beijing Jingkelong Shang Sha ("Jingkelong Shang Sha"), the predecessor of Beijing Jingkelong Supermarket Chain Group Company Limited ("Jingkelong Supermarket"). He was the managing director of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been the Chairman of the Board. In December 2008, he was honoured with the title of "Outstanding figure of Chinese commerce & service industry during the 30 years of reform and opening-up" ("中國商業服務業改革開放三十周年卓越人物") by the China General Chamber of Commerce and China Business Herald.

Mr. Li Jianwen, aged 49, is the General Manager of the Company and an executive Director. He worked in Jingkelong Shang Sha as the deputy general manager from 1998 to 2002. From 2002 to 2004, he was a director and the deputy general manager of Jingkelong Supermarket. He has been the managing director of the Company since 2004. He is also the chairman of Beijing Chaopi Trading Company Limited, an approximately 79.85% directly owned subsidiary of the Company.

Ms. Li Chunyan, aged 37, is an executive Director. Ms. Li obtained a bachelor's degree and subsequently a master's degree in private international law from China University of Politics & Law of China. She was the Officer of the Bureau of Law of Jingkelong Shang Sha from 2001 to 2002. In addition, she was the Officer of the Bureau of Law and the Secretary to the board of directors of Jingkelong Supermarket from 2002 to 2004. Since November 2004, she has been one of the executive Directors. She has been appointed as the Company's Chief Financial Officer and deputy general manager since 29 December 2008.

Mr. Liu Yuejin, aged 50, is an executive Director. From 2000 to 2004, he was the general manager of Beijing Jingkelong (Langfang) Company Limited. Between 2002 and 2004, he was one of the directors of Jingkelong Supermarket. Since November 2004, he has been an executive Director. During part of 2005 and 2006, he was the manager of the First Operation Division of the Company. Since September 2006 to December 2008, he has been the head of the coordination team and the manager of the Jiuxianqiao Community Shopping Centre. Since 2009, he has been the manager of the Operation Division of Shopping Centre and then the First Operation Division of Supermarkets of the Company.

As at the Latest Practicable Date, save as set out below, none of the above executive Directors had any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Non-executive Directors

Mr. Gu Hanlin, aged 57, is a non-executive Director. From 2002 to 2004, he was a chairman of the board of Jingkelong Supermarket. Since May 2004, he has been the general manager of Chaoyang Auxiliary. Since November 2004, he has been a non-executive Director.

Mr. Li Shunxiang, aged 57, is a non-executive executive Director. From 2000 to present, he is the general manager of Beijing Zhonglianjian Construction Company Limited. From 2002 to 2004, he was a non-executive director of Jingkelong Supermarket. Since November 2004, he has been a non-executive Director.

As at the Latest Practicable Date, save as set out below, none of the above non-executive Directors had any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

New Independent Non-executive Directors Proposed To Be Appointed

Mr. Wang Liping, aged 53, obtained a master's degree in Business and Enterprise Management in the faculty of Trading at Renmin University of China in 1985. He is currently the professor and doctoral supervisor at the Institute of Business Organization and the faculty of Human Resources Management at Renmin University of China.

Mr. Chen Liping, aged 49, obtained a master's degree in Business Operation from Aichi University of Japan in 1999 and a PhD in Economics from Circulation University of Economics of Japan in 2008. He is currently the Head, associate professor and master supervisor of the faculty of Marketing in Institute of Business Management at Capital University of Economics and Business of China.

Mr. Choi Onward, aged 39, is currently the Acting Chief Financial Officer of NetEase.com, Inc, a NASDAQ-listed and a China-based internet technology company, a position he has been holding since July 2007. He has served as the Financial Controller and Corporate Finance Director, respectively, of NetEase.com, Inc. from November 2003 to June 2007. During August 2000 to August 2003, he worked as a senior manager of the Assurance and Advisory Business Services Department in Ernst & Young (Beijing). He is a member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the CPA Australia, a fellow member of the Hong Kong Institute of Certified Public Accountants and a registered practising Certified Public Accountant in Hong Kong. He obtained a Bachelor of Arts degree in accountancy with honors from the Hong Kong Polytechnic University in November 1993.

As at the Latest Practicable Date, each of Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward had no interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Meanwhile, each of them is not connected with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholder of the Company within the meaning of the Listing Rules.

LETTER FROM THE BOARD

The Current Supervisors Proposed To Be Re-elected

Mr. Yang Baoqun, aged 57, is a Supervisor. He was a supervisor of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been a Supervisor.

Mr. Chen Zhong, aged 46, is a Supervisor. He obtained his doctorate from Peking University. He is a professor in the School of Software and Microelectronics at the Peking University. He has been the Dean of the School of Software and Microelectronics of the Peking University since June 2002. Since January 2005, he has been a Supervisor.

Ms. Cheng Xianghong, aged 38, is a Supervisor. She obtained her bachelor degree from Renmin University of China. She is a qualified accountant, certified public valuer and registered tax agent. She has previously worked in Beijing Ding Xin Li accounting firm. She has been the deputy general manager and financial controller of Beijing Zhongguancun City Construction Company since December 2003. Since January 2005, she has been a Supervisor.

As at the Latest Practicable Date, save as set out below, none of the above Supervisors had any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

New Supervisor Proposed To Be Appointed

Ms. Liu Wenyu, aged 39, obtained a master's degree in Economic Management from Beijing Administrative College in 2006. She was the vice-chairman of labour union of Chaoyang Auxiliary from 1999 to 2005. Since October 2008, she has been the chairman of labour union of the Company.

As at the Latest Practicable Date, save as set out below, the above proposed new Supervisor did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Directors' And Supervisors' Interests In Shares And Underlying Shares And Other Information

As at the Latest Practicable Date, the interests of the Directors and the Supervisors (excluding the staff appointed Supervisors) to be re-elected or appointed as mentioned above in the shares and underlying shares of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests

LETTER FROM THE BOARD

or short positions which were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, were as follows:

Long positions in the domestic shares of the Company

Name	Capacity	Total number of Domestic Shares held	Approximate percentage of total issued Domestic Shares (%)	Approximate percentage of total issued Shares (%)
Wei Tingzhan – Director	Personal	1,417,237	0.62	0.34
Li Jianwen – Director	Personal	1,354,712	0.59	0.33
Li Chunyan – Director	Personal	395,992	0.17	0.10
Liu Yuejin – Director	Personal	375,151	0.16	0.09
Gu Hanlin – Director	Personal	1,062,937	0.46	0.26
Li Shunxiang – Director	Personal	5,210,428	2.26	1.26
Yang Baoqun – Supervisor	Personal	1,042,086	0.45	0.25
Liu Wenyu – Supervisor	Personal	265,151	0.12	0.06

Subject to the above proposed re-elections/appointments being approved by the Shareholders at the 2009 Annual General Meeting, each of the re-elected/appointed Directors and Supervisors will enter into an agreement/a letter of appointment with the Company for a three year term commencing on the date of the 2009 Annual General Meeting.

There is no matter relating to the re-election or appointment (as the case may be) of the abovementioned Directors and Supervisors that will need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 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, at the annual general meeting for the year ended 31 December 2008 will expire upon the conclusion of the 2009 Annual General Meeting, the Board has resolved to seek Shareholders' approval at the 2009 Annual General Meeting to grant the Board a new general mandate to issue Domestic Shares (or, if the issue of A Shares is completed, the A Shares representing such Domestic Shares) and/or H Shares for an amount not exceeding 20% of the aggregate nominal amount of the Domestic Shares (or, if the issue of A Shares is completed, the A Shares representing such Domestic Shares) and the H Shares, respectively in issue on the date of the 2009 Annual General Meeting and related matters.

LETTER FROM THE BOARD

4. PROPOSED GENERAL MANDATE TO ISSUE SHORT TERM DEBENTURES

As the general mandate granted to the Board to issue short term debentures with an amount not exceeding RMB500 million at the annual general meeting for the year ended 31 December 2008 will expire upon the conclusion of the 2009 Annual General Meeting, the Board has resolved to seek Shareholders' approval at the 2009 Annual General Meeting to grant the Board a new general mandate, subject to the registration and approval from the National Association of Financial Market Institutional Investors of the PRC, to issue short term debentures in one or more tranches, with an aggregate principal amount not exceeding RMB500 million and related matters.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make amendments to clause 20 of the existing Articles of Association for the purpose of reflecting the capital structure of the Company following the disposal of 354,300 Domestic Shares owned by a non-executive Director, Mr. Gu Hanlin, in April 2010.

6. VOTING BY POLL AT THE 2009 ANNUAL 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. An announcement on the poll vote results will be made by the Company after the 2009 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. THE 2009 ANNUAL GENERAL MEETING

The 2009 Annual General Meeting will be held at 9:00 a.m. on Thursday, 10 June 2010 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. Notice of 2009 Annual General Meeting is set out in this circular. Enclosed with this circular is a reply slip and a proxy form for use at that meeting. If you intend to attend the 2009 Annual General Meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible such that the reply slip will be received by the Company (with respect to the holders of Domestic Share) or to the H-Shares Registrar and Transfer Office (with respect to the holders of H Shares) on or before Friday, 21 May 2010.

The proxy form for use at the 2009 Annual General Meeting is also enclosed herewith. Whether or not you are able to attend the 2009 Annual 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 H-Shares Registrar and Transfer Office (in the case of the holders of H Shares) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the 2009 Annual 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 2009 Annual General Meeting or any adjournment should you so wish.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at the end of Thursday, 20 May 2010 are entitled to attend and vote at the 2009 Annual General Meeting. The register of members of the Company will be closed from Friday, 21 May 2010 to Thursday, 10 June 2010, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the 2009 Annual 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-Shares Registrar and Transfer Office no later than 4:30 p.m. on Thursday, 20 May 2010. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's legal address at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China no later than 4:00 p.m. on Thursday, 20 May 2010.

9. RECOMMENDATIONS

The Directors consider that the proposed (i) re-election/appointment of the Directors and Supervisors set out above; (ii) general mandate to issue Shares; (iii) general mandate to issue Short Term Debentures; and (iv) amendments to the Articles of Association, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2009 Annual General Meeting.

By Order of the Board
Beijing Jingkelong Company Limited
Wei Tingzhan
Chairman

NOTICE OF 2009 ANNUAL 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 2009 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 2009 (the “**2009 Annual General Meeting**”) will be held at 9:00 a.m. on Thursday, 10 June 2010 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China for the purpose of considering the following matters:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2009.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2009.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2009.
4. To consider and approve the re-appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) as the PRC auditors of the Company and Ernst & Young as the non-PRC auditors of the Company for the period from the conclusion of the 2009 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2010, and to authorise any committee of the Board of Directors of the Company to determine their respective remuneration.
5. To consider and approve the payment of the final dividend of RMB18.0 cents per share of the Company.
6. To consider and approve the granting of a mandate to the Board of Directors of the Company to declare and procure the Company to pay interim dividend (if any) to the Company's shareholders for any period in the year ending 31 December 2010.

* For identification purpose only

NOTICE OF 2009 ANNUAL GENERAL MEETING

7. To consider and approve the early termination of the respective current terms of appointment of the following nine Directors, namely Mr. Wei Tingzhan, Mr. Li Jianwen, Ms. Li Chunyan, Mr. Liu Yuejin, Mr. Gu Hanlin, Mr. Li Shunxiang, Mr. Fan Faming, Mr. Huang Jiangming and Mr. Chung Chi Kong with effect as from the conclusion of the 2009 Annual General Meeting.
8. To consider and approve the early termination of the respective current terms of appointment of the following four Supervisors, namely Ms. Qu Xinhua, Mr. Yang Baoqun, Mr. Chen Zhong and Ms. Cheng Xianghong with effect as from the conclusion of the 2009 Annual General Meeting.
9. To consider and approve the re-election of Mr. Wei Tingzhan as an executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
10. To consider and approve the re-election of Mr. Li Jianwen as an executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
11. To consider and approve the re-election of Ms. Li Chunyan as an executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
12. To consider and approve the re-election of Mr. Liu Yuejin as an executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
13. To consider and approve the re-election of Mr. Gu Hanlin as a non-executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
14. To consider and approve the re-election of Mr. Li Shunxiang as a non-executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
15. To consider and approve the appointment of Mr. Wang Liping as an independent non-executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
16. To consider and approve the appointment of Mr. Chen Liping as an independent non-executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.

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17. To consider and approve the appointment of Mr. Choi Onward as an independent non-executive Director for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
18. To consider and approve the re-election of Mr. Yang Baoqun as a Supervisor for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
19. To consider and approve the re-election of Mr. Chen Zhong as an independent Supervisor for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
20. To consider and approve the re-election of Ms. Cheng Xianghong as an independent Supervisor for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
21. To consider and approve the appointment of Ms. Liu Wenyu as a Supervisor for a three-year term with effect as from the conclusion of the 2009 Annual General Meeting.
22. To consider and approve: (1) the director's fee for the independent non-executive Director having the member qualification of The Hong Kong Institute of Certified Public Accountants at RMB154,758 per annum and the director's fee for each of the other independent non-executive Directors at RMB35,400 per annum, (2) the payment of an annual basic salary of RMB700,000 and a performance based bonus based on the Company's annual financial results (and the amount of such bonus will be submitted to the annual general meeting for Shareholders' approval) to the Chairman of the Board, and (3) each of the executive Directors (other than the Chairman of the Board) will not receive a director's fee (save that, for the avoidance of doubt, they will be entitled to remuneration based on their respective duties and responsibilities (other than being a Director) in the Company).
23. To consider and approve: (1) the supervisor's fee for each of the independent Supervisors at RMB30,066 per annum, and (2) that all the other Supervisors will not receive any supervisor's fees.
24. To consider and authorise the Board to enter into an agreement/a letter of appointment with each of the re-elected/appointed Directors/Supervisors.

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AS SPECIAL RESOLUTIONS:

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

25. **“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 (or, if the issue of A Shares is completed, the A Shares representing such 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 (or, if the issue of A Shares is completed, the A Shares representing such 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 (or, if the issue of A Shares is completed, the A Shares representing such Domestic Shares); 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 (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:

“A Share(s)” has the same meaning ascribed thereto in the circular issued by the Company on 19 March 2010;

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“**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 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 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 authorised:
 - (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);

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- (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.”

26. **“THAT:**

- (1) the board of the directors of the Company (the **“Board”**) be and is hereby generally and unconditionally granted a general mandate (**“General Mandate (Debenture)”**), subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China, to issue short term debentures, in one or more tranches, with an aggregate principal amount not exceeding RMB500 million (the **“Debenture Issue(s)”**).
- (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 authorised 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, interest rate, rating, guarantee arrangements and use of the proceeds of the Debenture Issue(s));
 - (ii) do all such acts which are necessary and incidental to the issue of 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 hereby approved, confirmed and ratified.”

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27. **“THAT:**

The following amendments shall be made to the existing articles of association of the Company (“Articles of Association”):

In clause 20 of the existing Articles of Association:

- (1) to revise the amount and proportion of “domestic shares held by promoters” from “198,213,862” and “48.08” to “197,859,562” and “40.00”, respectively, in the fourth line;
- (2) to revise the amount and proportion of “domestic shares held by other domestic shares shareholders” from “31,846,138” and “7.73” to “32,200,438” and “7.81”, respectively, in the fifth line; and
- (3) to revise the number of shares held by Gu Hanlin from “1,417,237” to “1,062,937” in the twentieth line (*Note (I)*).

By Order of the Board
Beijing Jingkelong Company Limited
Wei Tingzhan
Chairman

Beijing, the People’s Republic of China
22 April 2010

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Friday, 21 May 2010 to Thursday, 10 June 2010 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited at the end of Thursday, 20 May 2010 are entitled to attend and vote at the 2009 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2009 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Shares Registrar and Transfer Office, not later than 4:30 p.m. on Thursday, 20 May 2010. The address of the Company’s H-Shares Registrar and Transfer Office 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 Friday, 21 May 2010 to Thursday, 10 June 2010 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the end of Thursday, 20 May 2010 are entitled to attend and vote at the 2009 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

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- (B) Holders of H Shares and Domestic Shares who intend to attend the 2009 Annual General Meeting should complete and return the reply slip for attending the 2009 Annual General Meeting in person.

Holders of H Shares should complete and return the reply slip to the Company's H-Shares Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company's H-Shares Registrar and Transfer Office 20 days before the 2009 Annual General Meeting (i.e. on or before Friday, 21 May 2010).

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the 2009 Annual General Meeting (i.e. on or before Friday, 21 May 2010).

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

- (C) Each holder of H Shares entitled to attend and vote at the 2009 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2009 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.
- (D) 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 2009 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.
- (E) 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 (D) above must be delivered to the Company's H-Shares Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2009 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2009 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2009 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) 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 not less than 24 hours before the time appointed for the 2009 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.

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- (G) A Shareholder or his/her proxy should produce proof of identity when attending the 2009 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 2009 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.

- (H) The 2009 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2009 Annual General Meeting shall bear their own travelling and accommodation expenses.

- (I) 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.