

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



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 2019 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 2019 (the “**2019 Annual General Meeting**”) will be held at 9:00 a.m. on Tuesday, 23 June 2020 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 specified, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 29 April 2020 (the “**Circular**”).

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2019.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2019.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors’ Report for the year ended 31 December 2019.
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 2019 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020, and to authorize any committees 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 2019, including the payment of the final dividend of RMB0.08 per share (tax inclusive) of the Company (Note (I)).

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 of Directors of the Company (the “**Board**”) be and is hereby authorized and granted on unconditional general mandate (the “**Republic Mandate**”) to exercise all the powers of the Company to repurchase H Shares (as defined below) in issue on the Stock Exchange of Hong Kong Limited (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 People’s Republic of China (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 23 June 2020 (or on such adjourned date as may be applicable); and
 - (b) the approval of the SAFE and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (5) for the purpose of this special resolution:

“**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;

- (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 not exceeding RMB800 million (inclusive of RMB800 million) (the “**Debenture(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(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/Notes Issue(s) and other related matters);
 - (ii) do all such acts which are necessary and incidental to the issue of the Debenture(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(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(s), such acts and steps be and are hereby approved, confirmed and ratified.”

9. **“THAT:**

the following amendments to the existing Articles of Association of the Company (the “**Articles of Association**”) be and are hereby approved, and any one Director be and is hereby authorized to do all such things as are necessary in respect of or incidental to the amendments to the Articles of Association pursuant to the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities). (NOTE (J))

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 18	<p>Domestic shares may be listed in domestic stock exchange after passing relevant resolution in the general meeting and approved by administrations. H shares may be listed in Stock Exchange or other foreign stock exchange after passing relevant resolution in the general meeting and approved by administrations.</p> <p>Overseas listed foreign shares listed in Hong Kong issued by the Company shall be known as H shares. H shares mean the shares which are approved to be listed on the Stock Exchange, whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>Upon approval by the securities supervisory organ of the State Council, shareholders of domestic shares of the Company may transfer the shares held by them to overseas investors and such shares may be listed and traded overseas. If the transferred shares are listed and traded on overseas stock exchanges, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with. No voting in shareholders “general meeting will be required for the listing and trading of the transferred shares on overseas stock exchanges.</p>	Article 18	<p>Domestic shares may be listed in domestic stock exchange after passing relevant resolution in the general meeting and approved by administrations. H shares may be listed in Stock Exchange or other foreign stock exchange after passing relevant resolution in the general meeting and approved by administrations.</p> <p>Overseas listed foreign shares listed in Hong Kong issued by the Company shall be known as H shares. H shares mean the shares which are approved to be listed on the Stock Exchange, whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>Upon approval by the securities supervisory organ of the State Council, shareholders of domestic shares of the Company may transfer the shares held by them to overseas investors or convert the domestic shares into overseas listed foreign shares and such shares may be listed and traded overseas. If the transferred above shares are listed and traded on overseas stock exchanges, no voting in shareholders’ general meeting or class meetings will be required, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with. No voting in shareholders “general meeting will be required for the listing and trading of the transferred shares on overseas stock exchanges.</p> <p>After the conversion of domestic shares into overseas listed foreign shares, they shall be regarded as shares of the same class as the original overseas listed foreign shares.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 28	<p>The Company may, according to the procedures set forth in these Articles and upon approval by the relevant governing authorities of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) for the purpose of reducing its share capital; (2) merging with other companies that hold shares in the Company; (3) giving the shares as incentives to the staff of the Company; (4) shareholders who objected to resolutions on merger or division of the Company passed at a shareholders' general meeting and requested the Company to take up their shares; (5) other circumstances permitted by law and administrative regulations. <p>Any acquisition of the Company's shares as a result of (1) to (3) referred to above shall be resolved at a shareholders' general meeting.</p> <p>The shares of the Company acquired pursuant to (3) above shall not exceed 5% of the total number of shares issued by the Company; funds used for the acquisition shall be paid from the after-tax profits of the Company; the acquired shares shall be transferred to the staff within one year. The Company shall not accept its share as the pledged object.</p>	Article 28	<p>The Company may, according to the procedures set forth in these Articles and upon approval by the relevant governing authorities of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) for the purpose of reducing its share capital; (2) merging with other companies that hold shares in the Company; (3) giving the shares as incentives to the staff of the Company for employee stock ownership plans or equity incentives; (4) shareholders who objected to resolutions on merger or division of the Company passed at a shareholders' general meeting and requested the Company to take up their shares; (5) converting the shares into the convertible corporate bonds issued by the listed company; (6) as necessary for the listed company to safeguard the company's value and shareholders' equity; (57) other circumstances permitted by law and administrative regulations. <p>Where the Company needs to acquire its own shares for any of the reasons stipulated in (1) and/or (2) above, it shall be subject to a resolution of the shareholders' general meeting. Where the Company needs to acquire its own shares for any of the reasons stipulated in (3), (5) and/or (6) above, it shall, pursuant to the requirements of these Articles or the mandate of the shareholders' general meeting, be resolved at a Board meeting that is attended by at least two-thirds of all directors. The shares of the Company acquired pursuant to (3) above shall not exceed 5% of the total number of shares issued by the Company; funds used for the acquisition shall be paid from the after tax profits of the Company; the acquired shares shall be transferred to the staff within one year. The Company shall not accept its share as the pledged object.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 29	<p>The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <ol style="list-style-type: none"> (1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis; (2) by repurchasing shares through public dealing on a stock exchange; (3) by repurchasing shares outside of the stock exchange by means of an agreement. 	Article 29	<p>The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <ol style="list-style-type: none"> (1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis; (2) by repurchasing shares through public dealing on a stock exchange; (3) by repurchasing shares outside of the stock exchange by means of an agreement. <p>The method of public and centralized transaction shall be adopted when the Company needs to acquire its shares for any of the reasons stipulated in (3), (5) and/or (6) of Article 28 of the Articles of Association.</p>
Article 31	<p>After the Company has acquired its shares according to the above provision, the same shall be cancelled within 10 days from the date of acquisition in the event of (1) of Article 28. In the event of (2) or (4), and the same shall be transferred or cancelled within 6 months. The Company shall apply to the original company registration authority for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>	Article 31	<p>After the Company has acquired its shares according to the above provision, the same shall be cancelled within 10 days from the date of acquisition in the event of (1) of Article 28. In the event of (2) or (4), and the same shall be transferred or cancelled within 6 months; in the event of (3), (5) and/or (6), the total number of shares held by the Company shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within 3 years.</p> <p>The Company shall apply to the original company registration authority for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 42	No change may be made in the register of shareholders as a result of a transfer of shares within twenty (20) days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends.	Article 42	<p>No change may be made in the register of shareholders as a result of a transfer of shares within twenty (20) days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends.</p> <p>Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchanges or regulatory authorities at the place where the shares of the Company are listed impose requirements on the timeline of the closure of register of shareholders prior to the date of a shareholders' general meeting or before the record date for the Company's distribution of dividends, such provisions shall prevail.</p>
Article 45	<p>.....</p> <p>Application by a holder of Domestic shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>.....</p>	Article 45	<p>.....</p> <p>Application by a holder of Domestic shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144143 of the Company Law.</p> <p>.....</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 59	<p>When the Company convenes a shareholders' general meeting, written notice of the meeting shall be given at least forty-five (45) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting. Notice of calculation time, should not include the day of the meeting and the day which notice is dispatched. The day which the notice to Overseas listed foreign shares mentioned in the article is dispatched is the day of the Company or the shares registries the Company appoint post the notice.</p>	Article 59	<p>When the Company convenes a shareholders' general meeting, written notice of the meeting shall be given at least forty five (45) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting. a notice notifying shareholders of the time, location of the meeting and the matters to be considered shall be issued; in respect of the convening of an annual general meeting, twenty (20) days prior to the meeting; and in respect of the convening of an extraordinary general meeting of shareholders, fifteen (15) days prior to the meeting. Notice of calculation time, should not include the day of the meeting and the day which notice is dispatched. The day which the notice to Overseas listed foreign shares mentioned in the article is dispatched is the day of the Company or the shares registries the Company appoint post the notice.</p>
Article 61	<p>The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for the meeting. The Company may then hold the meeting after publication of such announcement.</p> <p>The general meeting shall not decide on any matter not stated in the notice mentioned in article 59 and 60, and the agenda for the meeting.</p>	Article 61	<p>The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall, within five (5) days, notify the shareholders by way of public announcement the matters to be considered at, and the place and date for the meeting. The Company may then hold the meeting after publication of such announcement.</p> <p>The general meeting shall not decide on any matter not stated in the notice mentioned in article 59 and 60, and the agenda for the meeting.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 63	<p>Except the stipulations under the relevant laws, regulations and the listing rules of the place of listing of the Company, and the Company's article of association, notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders.</p> <p>For the public holders of Domestic shares, notice of the meetings may also be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council within the interval of forty-five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	Article 63	<p>Except the stipulations under the relevant laws, regulations and the listing rules of the place of listing of the Company, and the Company's article of association, notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders.</p> <p>For the public holders of Domestic shares, notice of the meetings may also be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council within the interval of forty five (45) days to fifty (50) days before the date of the meeting twenty (20) days to twenty five (25) days before the convening of an annual general meeting, or fifteen (15) days to twenty (20) days before the convening of an extraordinary general meeting; after the publication of such announcement, the holders of Domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 89	<p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days before the date of the class meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</p>	Article 89	<p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty five (45) days before the date of the class meeting with reference to the timeline for the issue of notice for convening a general meeting as specified in the Articles of Association. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty (20) days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 91	<p>Apart from the holders of other classes of shares, the holders of the Domestic shares and holders of Overseas listed foreign shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic shares and Overseas listed foreign shares; or</p> <p>(2) where the Company's plan to issue Domestic shares and Overseas listed foreign shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council.</p>	Article 91	<p>Apart from the holders of other classes of shares, the holders of the Domestic shares and holders of Overseas listed foreign shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic shares and Overseas listed foreign shares; or</p> <p>(2) where the Company's plan to issue Domestic shares and Overseas listed foreign shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council; or</p> <p>(3) upon approval from the securities regulatory authorities of the State Council, the holders of the Domestic shares of the Company transferring their shares to Overseas investors or converting their shares into overseas listed foreign shares, and list and trade such shares on an overseas securities exchange.</p>
Article 104	<p>The meeting of a Board of Directors shall be convened and presided over by the chairman of the board at least twice a year; at least 14 days notice should be given to all directors and supervisors.</p> <p>.....</p>	Article 104	<p>The meeting of a Board of Directors shall be convened and presided over by the chairman of the board at least twice a year; at least 14 10 days and 7 business day notice should be given to all directors and supervisors.</p> <p>.....</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 105	<p>The form of a notice of meetings and extraordinary meetings of the Board of Directors and the time limit for notification shall be as follows:</p> <p>(1) Where board meeting time and address has been notified by the Board, no notice shall be given. Notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. Notice must be sent to each director via courier, fax, express post, personal delivery (except ruling in Article 104).</p> <p>(2) Board members may use telephonic or video conferencing to join a board meeting without physically attending. Where board members can hear and talk to each other.</p> <p>Board members may not use telephonic or video conferencing to discuss duties of the board meeting in Article 100 (3) (4) (5) and (7).</p> <p>.....</p>	Article 105	<p>The form of a notice of meetings and extraordinary meetings of the Board of Directors and the time limit for notification shall be as follows:</p> <p>(1) Where board meeting time and address has been notified by the Board, no notice shall be given. Notice of at least 1410 days and 7 business day should be given of a regular board meeting to give all directors an opportunity to attend. Notice must be sent to each director via courier, fax, express post, personal delivery (except ruling in Article 104).</p> <p>(2) Board members may use telephonic or video conferencing to join a board meeting without physically attending. Where board members can hear and talk to each other.</p> <p>Board members may not use telephonic or video conferencing to discuss duties of the board meeting in Article 100 (3) (4) (5) and (7).</p> <p>.....</p>
Article 106	<p>A board meeting normally needs a quorum of at least 50% of total directors. Including one director (proxy) who was appointed by other directors (appointers) as proxy in writing.</p> <p>Each director shall be entitled to one vote. Where one director (proxy) was appointed by other directors(appointers) as proxy in writing, they had proxies for total votes they have owned. ° Resolutions of the board meeting must be passed by the affirmative vote of more than half of all the directors, but affirmative vote of more than two-thirds of all the directors within article 100 (6), (7) and (11) circumstance.</p> <p>When the number of votes for and against a resolution is equal, the chairman of the board shall be entitled to one additional vote.</p>	Article 106	<p>A board meeting normally needs a quorum of at least 50% of total directors. Including one director (proxy) who was appointed by other directors (appointers) as proxy in writing.</p> <p>Each director shall be entitled to one vote. Where one director (proxy) was appointed by other directors(appointers) as proxy in writing, they had proxies for total votes they have owned. ° Resolutions of the board meeting must be passed by the affirmative vote of more than half of all the directors; but affirmative vote of more than two-thirds of all the directors within article 100 (6), (7) and (11) circumstance.</p> <p>When the number of votes for and against a resolution is equal, the chairman of the board shall be entitled to one additional vote.</p>

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 163	Under limited in Article158, Article159, Article160 and Article162, where general meeting has passed resolution to distribute annual dividend, it will be distributed within 6 months after financial year end. But interim dividend declared is not limited by above time line.	Article 163	Under limited in Article158, Article159, Article160 and Article162, where general meeting has passed resolution to distribute annual dividend, distributed within 6 months after financial year end such distribution shall be completed within 2 months after the date of the general meeting. But interim dividend declared is not limited by above time line.
Article 180 (5) if the Company is lawfully ordered to close down as a result of violation of company laws article 183 by the court.	Article 180 (5) if the Company is lawfully ordered to close down as a result of violation of company laws article 183 182 by the court.
Article 195	In the Articles of Association, unless the context otherwise requires, the following expressions have the following meanings: “Articles of Association”: the Articles of Association of the Company “Board”: the Board of Directors of the Company “Chairman”: Chairman of the Board of Directors of the Company “Director(s)”: the director(s) of the Company “Legal address”: No.45 Xinyuan ji, Chaoyang district, Beijing, PRC. “RMB”: Renminbi yuan, the lawful currency of the PRC “Company secretary”: the company secretary appointed by the Board “Stock Exchange”: The Stock Exchange of Hong Kong Limited. “recognized registrar”: Definition referred to Article 48	Article 195	In the Articles of Association, unless the context otherwise requires, the following expressions have the following meanings: “Articles of Association”: the Articles of Association of the Company “Board”: the Board of Directors of the Company “Chairman”: Chairman of the Board of Directors of the Company “Director(s)”: the director(s) of the Company “Legal address”: Block No.45 Xinyuan street , Chaoyang district, Beijing, PRC. “RMB”: Renminbi yuan, the lawful currency of the PRC “Company secretary”: the company secretary appointed by the Board “Stock Exchange”: The Stock Exchange of Hong Kong Limited. “recognized registrar”: Definition referred to Article 48

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>“Country”, “PRC”: People’s Republic of China, Which for the purposes of the Articles of Association excludes Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan</p> <p>“H share”: Definition referring to Article 18.</p>		<p>“Country”, “PRC”: People’s Republic of China, Which for the purposes of the Articles of Association excludes Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan</p> <p>“H Share”: Definition referring to Article 18.</p> <p>“Business day”: the day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities.</p>

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

Beijing, the People’s Republic of China
29 April 2020

Notes:

- (A) The Company will not process registration of transfers of the H Shares of the Company (the “**H Shares**”) from Wednesday, 3 June 2020 to Tuesday, 23 June 2020 (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 Tuesday, 2 June 2020 are entitled to attend and vote at the 2019 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2019 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 Tuesday, 2 June 2020. 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 Wednesday, 3 June 2020 to Tuesday, 23 June 2020 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at 4:30 p.m., the close of business on Tuesday, 2 June 2020 are entitled to attend and vote at the 2019 Annual

General Meeting. Holders of Domestic Shares should contact the Secretary to the Board (the “**Secretary to the Board**”) (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

- (B) Holders of H Shares and Domestic Shares who intend to attend the 2019 Annual General Meeting in person should complete and return the reply slip for attending the 2019 Annual General Meeting.

Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar 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-Share Registrar 20 days before the 2019 Annual General Meeting (i.e. on or before Tuesday, 2 June 2020).

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 2019 Annual General Meeting (i.e. on or before Tuesday, 2 June 2020).

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 2019 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2019 Annual General Meeting on his behalf. A proxy needs 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.
- (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 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 2019 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.
- (E) 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 (D) 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 2019 Annual General Meeting.

- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2019 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2019 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 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 2019 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his/her proxy should produce proof of identity when attending the 2019 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 2019 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.
- (H) The 2019 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2019 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) The Company will set the record date of final dividend distribution on Monday, 6 July 2020. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Tuesday, 30 June 2020 to Monday, 6 July 2020 (both days inclusive). Holders of H Shares and 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 Monday, 6 July 2020 are entitled to the 2019 final dividend (if any). To qualify for entitlement of the 2019 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 Monday, 29 June 2020. Holders of Domestic Shares should contact the Secretary to the Board (whose contact details are set out in note (B)) for details concerning registration of transfers of Domestic Shares.
- (J) 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.

As at the date of this announcement, the executive directors of the Company are Mr. Li Jianwen, Mr. Shang Yongtian, Ms. Li Chunyan and Mr. Zhang Liwei; 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.

* *For identification purpose only*