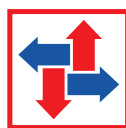


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**北京京客隆**  
商业集团股份有限公司  
BEIJING JINGKELONG COMPANY LIMITED

**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

*To Shareholders*

Dear Sir/Madam,

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “**Company**”) will be held at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China at 9:00 a.m. on Monday, 29 December 2008 for the purpose of considering and, if thought fit, approving the following ordinary resolutions:

**AS ORDINARY RESOLUTIONS:**

1. “**THAT the Flavourings Service Agreement** dated 27 October 2008 entered into between Chaopi Trading and Chaopi Flavourings, and the relevant New Caps, for each of the three financial

years ending 31 December 2011, being RMB16,800,000, RMB23,100,000 and RMB31,800,000, respectively, be and are hereby approved.”

2. “**THAT the Jinglong Service Agreement** dated 27 October 2008 entered into between Chaopi Trading and Chaopi Jinglong, and the relevant New Caps for each of the three financial years ending 31 December 2011, being RMB11,700,000, RMB16,100,000 and RMB22,200,000, respectively, be and are hereby approved.”
3. “**THAT the Jiazeng Supply Agreement** dated 27 October 2008 entered into between the Company and Jiazeng Foodstuff, and the relevant New Caps for each of the three financial years ending 31 December 2011, being RMB23,400,000, RMB26,450,000 and RMB29,090,000, respectively, be and are hereby approved. *(note I)*”
4. “**THAT the Flavourings Supply Agreement** dated 27 October 2008 entered into between the Company and Chaopi Flavourings, and the relevant New Caps for each of the three financial years ending 31 December 2011, being RMB92,400,000, RMB106,000,000 and RMB116,890,000, respectively, be and are hereby approved.”
5. “**THAT the Jinglong Supply Agreement** dated 27 October 2008 entered into between the Company and Chaopi Jinglong, and the relevant New Caps for each of the three financial years ending 31 December 2011, being RMB64,400,000, RMB74,000,000 and RMB85,100,000, respectively, be and are hereby approved.”
6. “**THAT the Flavourings Loan Agreement** dated 27 October 2008 entered into between the Company and Chaopi Flavourings, and the relevant New Caps for each of the three financial years ending 31 December 2011, being RMB33,000,000, RMB33,000,000 and RMB33,000,000, respectively, be and are hereby approved.”
7. “**THAT the Board** be and is hereby authorised to do all such further acts and things and execute all such other documents and take all steps which in its opinion may be necessary in implementing the transactions contemplated under each of the agreements mentioned in resolutions number 1 to 6 above, save for amendments to each of the relevant New Caps.”

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

Beijing, 13 November 2008  
The People’s Republic of China

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Tuesday, 9 December 2008 to Monday, 29 December 2008 (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 Monday, 8 December 2008 are entitled to attend and vote at the **EGM** following completion of the registration procedures.

To qualify for attendance and voting at the **EGM**, 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 Monday, 8 December 2008. 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 Tuesday, 9 December 2008 to Monday, 29 December 2008 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the end of Monday, 8 December 2008 are entitled to attend and vote at the EGM. Holders of Domestic Shares should contact the secretary to the board of directors (“**Secretary to the Board**”) of the Company (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 EGM should complete and return the reply slip for attending the EGM 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 EGM (i.e. on or before Tuesday, 9 December 2008).

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 EGM (i.e. on or before Tuesday, 9 December 2008).

The contact details of the Secretary to the Board are as follows:

3rd Floor,  
Block No.45, Xinyuan Street,  
Chaoyang District, Beijing  
The People’s Republic of China  
Telephone No.: 86(10) 64603046  
Facsimile No.: 86(10) 64611370

- (C) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM 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 form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy 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 form of proxy 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 EGM on its behalf, the relevant form of proxy 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 form of proxy 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 EGM.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM 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 form of proxy 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 EGM. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his proxy should produce proof of identity when attending the EGM. 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 EGM, such legal representative or other person shall produce his 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 EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (I) Mr. Ma Jiazeng (“**Mr. Ma**”) holds an equity interest of 59.7% in Beijing Jiazeng, being one of the Company’s promoters holding approximately 0.77% of the issued shares of the Company. Mr. Ma holds an indirect interest of approximately 66.7% in Jiazeng Foodstuff. Hence, Beijing Jiazeng will abstain from voting on this resolution to approve the Jiazeng Supply Agreement and the relevant New Caps.

\* *For identification purpose only*