

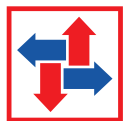
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## IMPORTANT

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**2007 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 2007 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 19 May 2008 for the purpose of considering the following matters:

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## IMPORTANT

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### AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2007.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2007.
3. To consider and receive the consolidated audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2007.
4. To consider and approve the re-appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計事務所) 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 2007 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2008, and to authorize any committee of the Board of Directors of the Company to determine their respective remuneration (and, for the purpose of this resolution, "PRC" means the People's Republic of China, but excluding Hong Kong, Macau and Taiwan).
5. To consider and approve the profit distribution of the Company for the year ended 31 December 2007 (including the payment of the final dividend of RMB17.5 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 2008.

### AS SPECIAL RESOLUTIONS:

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

7. **"THAT:**
  - (1) the board of the directors of the Company (the **"Board"**) be and is hereby authorized and granted an unconditional general mandate (**"General Mandate"**) 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 shall not extend beyond the Relevant Period 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;

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## IMPORTANT

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(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) 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 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 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 are obtained;

and, for the purpose of this resolution:

**"Domestic Share(s)"** mean ordinary domestic share(s) in the share capital of the Company which are subscribed and/or paid for and/or credited as paid for in Renminbi;

**"H Share(s)"** mean overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for and/or credited as paid for in Hong Kong dollars or foreign currency other than Renminbi;

**"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 is renewed, either unconditionally or subject to conditions; or

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## IMPORTANT

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- (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 where such offer is not permitted under the law or regulation of 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 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 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.”

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## IMPORTANT

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8. “**THAT:**

As one of the shareholders of the Company, Shanxi Trust Investment Company Limited (山西信託投資有限責任公司) has changed its name to Shanxi Trust Company Limited (山西信託有限責任公司) during 2007, the following amendments (the “**Articles Amendments**”) shall be made to the existing articles of association of the Company (the “**Existing Articles**”):

- (1) to substitute “山西信託投資有限責任公司” on the eighth line with “山西信託有限責任公司” in clause 1 of the Existing Articles;

(English translation:

- (1) to substitute “Shanxi Trust Investment Company Limited” on the eighth line with “Shanxi Trust Company Limited” in clause 1 of the Existing Articles;)
- (2) to substitute “山西信託投資有限責任公司” on the tenth line with “山西信託有限責任公司” in clause 20 of the Existing Articles;

(English translation:

- (2) to substitute “Shanxi Trust Investment Company Limited” on the tenth line with “Shanxi Trust Company Limited” in clause 20 of the Existing Articles;)

9. “**THAT:**

- (1) The Board of Directors be and is hereby generally and unconditionally granted a general mandate, subject to the approval from the People’s Bank of the PRC to issue short term debenture(s) (or other non-equity related debt instrument(s)), in one or more tranches, with an amount not exceeding RMB370 million (the “**Debenture Issue(s)**”).
- (2) The Board of Directors (or any committee thereof), taking into consideration the demand of the Company and other market conditions, be and is hereby generally and unconditionally authorized to:
  - (i) determine the terms and conditions of and other matters relating to the Debenture Issue(s) (including, but not limited to, the determination of the final aggregate principal amount, interest rate, rating, guarantee arrangements and use of the proceeds of the Debenture Issue(s));

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## IMPORTANT

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- (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 of Directors (or any committee thereof) in connection with the Debenture Issue(s), such acts and steps be hereby approved, confirmed and ratified.”

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

Beijing, 1 April 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, 29 April 2008 to Monday, 19 May 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 28 April 2008 are entitled to attend and vote at the 2007 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2007 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 Monday, 28 April 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, 29 April 2008 to Monday, 19 May 2008 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the end of 28 April 2008 are entitled to attend and vote at the 2007 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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## IMPORTANT

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- (B) Holders of H Shares and Domestic Shares who intend to attend the 2007 Annual General Meeting should complete and return the reply slip for attending the 2007 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 2007 Annual General Meeting (i.e. on or before 29 April 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 2007 Annual General Meeting (i.e. on or before 29 April 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) 6460 3046  
Facsimile No.: 86(10) 6461 1370

- (C) Each holder of H Shares entitled to attend and vote at the 2007 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2007 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 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 2007 Annual General Meeting 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 2007 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2007 Annual General Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2007 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 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 2007 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.

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## IMPORTANT

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- (G) A Shareholder or his proxy should produce proof of identity when attending the 2007 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 2007 Annual General Meeting, 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 2007 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2007 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) As the Company is a PRC incorporated company and its official articles of association are in the Chinese language, the English translation of the proposed amendments to the Company's articles of association set out in the English version of this notice are unofficial English language translations (the "**English Translations**") of the official proposed amendments in the Chinese language (the "**Official Amendments**"). Accordingly, in the event of any inconsistency between the English Translations and the Official Amendments, the Official Amendments shall prevail.

*As at the date of this announcement, the executive directors of the Company are Wei Tingzhan, Li Jianwen, Li Chunyan and Liu Yuejin; the non-executive directors are Gu Hanlin and Li Shunxiang; and the independent non-executive directors are Fan Faming, Huang Jiangming and Chung Chi Kong.*

*\* For identification purpose only*