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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)

**NOTICE OF H SHARES CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** an H shares (“**H Shares**”) class meeting (“**H Shares Class Meeting**”) 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 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China at 10:30 a.m. on Tuesday, 28 May 2013 (or as soon as the extraordinary general meeting of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the following special resolution. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular including the notice thereof.

**AS SPECIAL RESOLUTION**

“**THAT** the extension of the validity period for the resolutions (and the implementation thereof) in respect of the A Share Issue and the Authorisations (as set out in the appendix to the circular to which this notice forms part) for a 12-month period commencing from 28 May 2013 be and is hereby approved, confirmed and ratified.”

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

Beijing, The People's Republic of China  
12 April 2013

\* *For identification purpose only*

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Wednesday, 8 May 2013 to Tuesday, 28 May 2013 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-Shares 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, 7 May 2013 are entitled to attend and vote at the H Shares Class Meeting following completion of the registration procedures.

To qualify for attendance and voting at the H Shares Class Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Shares Registrar, not later than 4:30 p.m. on Tuesday, 7 May 2013. The address of the Company’s H-Shares 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

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

Holders of H Shares should complete and return the reply slip to the Company’s H-Shares 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-Shares Registrar 20 days before the H Shares Class Meeting (i.e. on or before Tuesday, 7 May 2013).

- (C) Each holder of H Shares entitled to attend and vote at the H Shares Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shares Class 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 H Shares Class 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 by personal delivery or by post 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), such that the same shall be received by the Company’s H-Share Registrar not less than 24 hours before the time appointed for the H Shares Class Meeting.

- (F) A Shareholder or his/her proxy should produce proof of identity when attending the H Shares Class 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 H Shares Class 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.
- (G) The H Shares Class Meeting is expected to last for not more than half a day. Shareholders who attend the H Shares Class Meeting shall bear their own travelling and accommodation expenses.

*As at the date of this announcement, the executive directors of the Company are Mr. Wei Tingzhan, Mr. Li Jianwen, Ms. Li Chunyan and Mr. Liu Yuejin; the non-executive directors are Mr. Gu Hanlin and Mr. Li Shunxiang; and the independent non-executive directors are Mr. Wang Liping, Mr. Chen Liping and Mr. Choi Onward.*