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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 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 10:30 a.m. on Wednesday, 20 May 2009 for the purpose of considering and, if thought fit, approving the following ordinary resolutions:

AS ORDINARY RESOLUTIONS:

1. **“THAT the Zhongde Supply Agreement** dated 16 March 2009 entered into between the Company and Beijing Chaopi Zhongde Trading Company Limited, and the relevant annual caps, for the period commencing on the date of the Chaopi Zhongde Completion (as defined in the circular of the Company to which this notice forms part) to 31 December 2009 and each of the two years ending 31 December 2011, being RMB44,260,000, RMB91,050,000 and RMB109,260,000, respectively, be and are hereby approved.”
2. **“THAT the Zhongde Service Agreement** dated 16 March 2009 entered into between Beijing Chaopi Trading Company Limited and Beijing Chaopi Zhongde Trading Company Limited, and the relevant annual caps, for the period commencing on the date of the Chaopi Zhongde Completion (as defined in the circular of the Company to which this notice forms part) to 31 December 2009 and each of the two years ending 31 December 2011, being RMB14,030,000, RMB28,850,000 and RMB34,620,000, respectively, be and are hereby approved.”

3. “**THAT** the Board of Directors 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 or expedient in implementing the transactions contemplated under each of the agreements mentioned in resolutions number 1 to 2 above, save for amendments to each of the relevant annual caps.”

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

Beijing, 2 April 2009
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 Thursday, 30 April 2009 to Wednesday, 20 May 2009 (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 Wednesday, 29 April 2009 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 Share Registrar and Transfer Office, not later than 4:30 p.m. on Wednesday, 29 April 2009. The address of the Company’s H Share 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 Thursday, 30 April 2009 to Wednesday, 20 May 2009 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the end of Wednesday, 29 April 2009 are entitled to attend and vote at the EGM. Holders of Domestic Shares should contact the secretary to the board of directors of the Company (“**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 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 Share 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 Share Registrar and Transfer Office 20 days before the EGM (i.e. on or before Thursday, 30 April 2009).

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 Thursday, 30 April 2009).

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 Share 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. Wu is a connected person of the Company, a party to the Equity Sale Agreement and will own 20% equity interest in Chaopi Zhongde after the Chaopi Zhongde Completion. Accordingly, Mr. Wu and his associates will abstain from voting on the resolutions to approve the Zhongde Supply Agreement and the Zhongde Service Agreement and the relevant annual caps at the EGM.

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*