

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 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 PRC at Monday on 28 May 2012 at 10 a.m. for the purpose of considering and, if thought fit, approving the following special resolutions. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular of the Company dated 13 April 2012 (the “**Circular**”):

AS SPECIAL RESOLUTIONS

1. “**THAT** the issue and allotment of the domestic listed Renminbi (“**RMB**”) denominated ordinary shares (“**A Shares**”) of the Company and the application for the initial public offering and listing of the A Shares in accordance with the following terms and conditions be and are hereby approved:
 - 1.1 Type of securities to be issued: domestic listed RMB denominated ordinary shares in the People's Republic of China (“**PRC**”) (A Shares).
 - 1.2 Place of listing: The Shanghai Stock Exchange.
 - 1.3 Number of A Shares to be issued: Not more than 120,000,000 A Shares, and the Board of Directors be and is hereby authorised to negotiate with the sponsor(s) (the lead underwriter(s)) to adjust the actual number of A Shares to be issued within the scope of 120,000,000 A Shares in the process of application according to the then prevailing circumstances.
 - 1.4 Issue targets: Qualified investors eligible to engage in securities investment stipulated under the applicable PRC laws, rules and regulations and regulatory documents.
 - 1.5 Nominal value of each share: RMB1.00.

- 1.6 Rights to distribution: Subject to and after deducting the distribution (if any) from the accumulated undistributed profits of the Company which may be declared at any annual general meeting or extraordinary general meeting of the Company held before the issue of A Shares, the holders of the A Shares and the existing shareholders will be entitled to share the remaining accumulated undistributed profits of the Company before the time of the issue of A Shares.
- 1.7 Basis of the issue price: The issue price of the A Shares will be determined based on price consultations with participants in the price consultation process.
- 1.8 Method of issue: The A Share Issue will be conducted in the PRC via a combination of placement through offline offering to target investors after price consultations and issue at fixed price for subscription by online funds.
- 1.9 The proceeds of the issue and listing of A Shares are intended to be utilised in the following projects:
- (a) the retail network development project;
 - (b) the upgrading and expansion of logistics centres project; and
 - (c) the upgrading and expansion of information system.

In the event that such proceeds exceed the requirements of the aforesaid projects, such surplus will be applied as working capital of the Group, whereas in the event that such proceeds raised are insufficient for the requirement of the aforesaid projects, any shortfall will be raised by the Group itself. Before receiving such proceeds, the Group will finance the above projects with its existing funds and bank loans based on the progress of the individual projects. Upon receiving such proceeds, funds applied will be replaced by the proceeds and the bank loans will be repaid.

1.10 This Resolution 1 shall be effective for a period of 12 months from the date of the approval by the Shareholders at this extraordinary general meeting.”

2. **“THAT** the Board of Directors be and is hereby authorised to determine and deal with matters relating to the issue and public offering of the domestic listed Renminbi denominated ordinary shares (**“A Shares”**) to be implemented pursuant to Resolution 1 above (**“A Share Issue”**), with full authority, including, but not limited to, the following:

2.1 to deal with the matters in connection with the A Share Issue and application for the listing of the A Shares, and other related applications and procedures, to amend, supplement, submit, report and execute various documents in connection with the A Share Issue according to the requirements of the China Securities Regulatory Commission (**“CSRC”**);

- 2.2 to determine the method of issue, the issue price, the quantity of A Shares to be issued, matters relating to the over-allotment, the proportion of placing, the opening and closing time of issue, the time of listing and other relevant matters relating to the A Share Issue in accordance with actual circumstances under the proposal approved by the CSRC;
 - 2.3 to determine the amount of proceeds used in each project within the scope of the use of proceeds;
 - 2.4 in the event that the actual proceeds raised from the A Share Issue exceed the total amount intended to be used for the proposed projects, the surplus will be applied as working capital accordance to actual circumstances;
 - 2.5 to deal with the relevant preparation work in connection with the A Share Issue and the listing of the A Shares, including, but not limited to, formulating, signing and executing the relevant documents such as the underwriting agreement(s) and sponsorship agreement(s), etc.; and determining and paying the relevant expenses in connection with the A Share Issue;
 - 2.6 after completion of the A Share Issue, to amend the corresponding provisions of the Articles of Association of the Company, deal with the necessary registration procedures in connection with the change in the registered capital and amendments to the Articles of Association according to the results of the A Share Issue;
 - 2.7 to deal with all procedures in connection with the A Share Issue and the listing of A Shares required pursuant to the laws, including the laws, rules and regulations and listing rules of the places where the A Shares and H shares of the Company are listed;
 - 2.8 the authorisation under this Resolution 2 shall be effective for a period of 12 months from the date of approval by the Shareholders at this extraordinary general meeting.
3. “**THAT** the amendments to the Articles of Association of the Company in the manner set out in Appendix I to the circular of the Company dated 13 April 2012 to which this notice forms part, which shall come into effect after the A Shares are listed on the Shanghai Stock Exchange, be and are hereby approved.”
 4. “**THAT** the adoption of the Rules of Procedures for General Meetings, which shall come into effect at the same time as the proposed amendments to the Articles of Association under Resolution 3 above, be and is hereby approved.”
 5. “**THAT** the adoption of the Rules of Procedures for the Board, which shall come into effect at the same time as the proposed amendments to the Articles of Association under Resolution 3 above, be and is hereby approved.”
 6. “**THAT** the adoption of the Rules of Procedures for the Supervisory Committee, which shall come into effect at the same time as the proposed amendments to the Articles of Association under Resolution 3 above, be and is hereby approved.”

7. “**THAT** the adoption of the Working System for Independent Directors, which shall come into effect at the same time as the proposed amendments to the Articles of Association under Resolution 3 above, be and is hereby approved.”

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

Beijing, 13 April 2012
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 8 May 2012 to 28 May 2012 (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 7 May 2012 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 7 May 2012. 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 8 May 2012 to 28 May 2012 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the end of 7 May 2012 are entitled to attend and vote at the EGM. 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.

- (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 8 May 2012).

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 8 May 2012).

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/her 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/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.
- (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.

As at the date of this notice, 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.

* For identification purpose only