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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)

**VOTING RESULTS OF  
THE ANNUAL GENERAL MEETING  
HELD ON 28 MAY 2013  
AND  
CHANGE IN THE POSITIONS OF FINANCIAL CONTROLLER  
AND QUALIFIED ACCOUNTANT  
AND  
CHANGE OF AUDITORS**

The Board is pleased to announce that the AGM was held on 28 May 2013, and the Resolutions as set out in the Notice of AGM were duly passed by way of poll at the AGM.

Reference is made to the notice (the "Notice of AGM") dated 12 April 2013 convening the annual general meeting (the "AGM") of Beijing Jingkelong Company Limited (the "Company") for the year ended 31 December 2012, which is also contained in the circular ("Circular") of the Company dated 12 April 2013. Unless defined otherwise, terms used herein shall have the same meanings as those defined in the Circular.

The AGM was held on 28 May 2013 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China.

The Board is pleased to announce that all the ordinary and special resolutions (the “Resolutions”) as set out in the Notice of AGM were duly passed by way of poll.

## RESULTS OF THE AGM

The poll results in respect of the Resolutions considered at the AGM were as follows:

	Ordinary Resolutions	Number of votes		Total no. of votes cast (including abstained votes, if any)
		For	Against	
1.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2012.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2012.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
3.	To consider and receive the consolidated audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2012.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
4.	To consider and approve the appointment of Deloitte Touche Tohmatsu CPA LLP (德勤華永會計師事務所(特殊普通合夥)) as the auditors (including as the auditors of the A share listing application) of the Company for the period from the conclusion of the 2012 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2013, and to authorise the audit committee of the Board of Directors of the Company to determine its remuneration.	295, 521, 630 (90. 81%)	29, 896, 000 (9. 19%)	325, 417, 630 (100%)
5.	To consider and approve the profit distribution of the Company for the year ended 31 December 2012, including the payment of the final dividend of RMB0.10 per share of the Company.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
6.	To consider and approve the re-election of Mr. Wei Tingzhan as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 299, 630 (99. 96%)	118, 000 (0. 04%)	325, 417, 630 (100%)
7.	To consider and approve the re-election of Mr. Li Jianwen as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)

8.	To consider and approve the re-election of Ms. Li Chunyan as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
9.	To consider and approve the re-election of Mr. Liu Yuejin as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
10.	To consider and approve the re-election of Mr. Gu Hanlin as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
11.	To consider and approve the re-election of Mr. Li Shunxiang as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
12.	To consider and approve the re-election of Mr. Choi Onward as an independent non-executive Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
13.	To consider and approve the re-election of Mr. Wang Liping as an independent non-executive Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
14.	To consider and approve the re-election of Mr. Chen Liping as an independent non-executive Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
15.	To consider and approve the re-election of Ms. Liu Wenyu as a Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
16.	To consider and approve the re-election of Mr. Yang Baoqun as a Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
17.	To consider and approve the re-election of Mr. Chen Zhong as an independent Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
18.	To consider and approve the re-election of Ms. Cheng Xianghong as an independent Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)

19.	To consider and approve the remuneration of the new Directors: (1) the director's fee for the independent non-executive Director having the accountant's qualification of The Hong Kong Institute of Certified Public Accountants at RMB154,758 (tax inclusive) per annum and the director's fee for each of the other independent non-executive Directors at RMB41,850 (tax inclusive) per annum, (2) the director's fee for the Chairman of the Board includes the annual basic salary of RMB700,000 (tax inclusive) and a performance-based bonus based on the Company's annual financial results, which is determined as follows: the performance-based bonus is linked with the Company's fulfilment of its operation target in the relevant year. If the actual basic earning ratio per share (calculated according to the audited profits attributable to owners of the ordinary shares of the [parent company] in the relevant year and the number of issued ordinary shares of [the Company] in the relevant year) exceeds the target basic earning ratio per share of the relevant year, the performance-based bonus shall be paid to the Chairman in accordance with the following formula: Performance-based bonus = annual basic salary × (actual basic earning ratio per share – target) × factor (the factor corresponding to every one percent of the actual basic earning ratio per share in excess of the target basic earning ratio per share shall be 0.15 – 0.17. Furthermore, the rate of growth of the performance-based salary each year shall not exceed the rate of growth of the Company's profits in the same year.) It is proposed that the final amount of the performance-based bonus payable to the Chairman each year shall be determined by the remuneration committee of the Board in accordance with the above principle; and (3) each of the executive Directors (other than the Chairman of the Board) will not receive a director's fee, save that, for the avoidance of doubt, they will be entitled to remuneration based on their respective duties and responsibilities (other than being a Director) in the Company.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
20.	To consider and approve: (1) the supervisor's fee for each of the independent Supervisors at RMB35,100 (tax inclusive) per annum, and (2) that all the other Supervisors will not receive any supervisor's fees.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)
21.	To consider and authorise any executive director to enter into an agreement/a letter of appointment on behalf of the Company with each of the re-elected Directors/Supervisors.	325, 417, 630 (100%)	0 (0%)	325, 417, 630 (100%)

	Special Resolutions	Number of votes		Total no. of votes cast (including abstained votes, if any)
		For	Against	

22.	To grant the General Mandate to the Board of Directors of the Company to issue Domestic Shares and/or H Shares and to approve the related matters set out in the Circular of the Annual General Meeting.	229,489,730 (70.52%)	95,415,900 (29.32%)	325,417,630* (100%)
23.	To consider and approve the granting of a general mandate to the Board of Directors of the Company to issue short term debentures and/or medium-term notes in the PRC.	275,383,630 (84.62%)	37,586,000 (11.55%)	325,417,630** (100%)
24.	To consider and approve the Amendments to the Articles of Association set out in the Notice.	325,175,630 (99.93%)	242,000 (0.07%)	325,417,630 (100%)

\* Including abstained votes of 512,000 H Shares.

\*\* Including abstained votes of 12,448,000 H Shares.

As more than 50% of the votes were cast in favor of each of the ordinary resolutions set out above, and more than two-thirds of the votes were cast in favor of each of the special resolutions set out above, all the Resolutions were duly passed at the AGM.

As at the date of the AGM, the Company had an aggregate of 412,220,000 Shares in issue, of which 182,160,000 Shares were H Shares and 230,060,000 Shares were Domestic Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions proposed at the AGM was 412,220,000 Shares. There was no Share entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. There were no restrictions on the Shareholders to cast votes on any proposed resolutions at the AGM.

The Shareholders and authorized proxies holding an aggregate of 325,417,630 Shares, representing approximately 78.94% of the total number of Shares were present at the AGM.

Computershare Hong Kong Investor Services Limited, the H Share registrar of the

Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

## **PAYMENT OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2012**

The Board is pleased to notify the Shareholders the details of the payment of the final dividend for the year ended 31 December 2012 as follows:

The Company will pay final cash dividends of RMB 0.10 per Share (tax inclusive) for the year ended 31 December 2012. The payment shall be made to Shareholders, whose names appear on the Company's registers of Domestic Shareholders and H Shareholders as at the end of Thursday, 6 June 2013, and is expected to be paid to the Shareholders on or before Friday, 28 June 2013. The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the "Receiving Agent") in Hong Kong which will receive the dividends declared by the Company on behalf of H Shareholders and distribute the dividends to the H Shareholders.

For distribution of the final cash dividends, cash dividends for Domestic Shareholders will be distributed and paid in Renminbi, while cash dividends for H Shareholders will be declared in Renminbi but paid in Hong Kong dollars (based on the average of the exchange rates for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five working days prior to 28 May 2013, the date of convening the 2012 AGM at which the final dividends is approved by the Shareholders).

The average of the exchange rates for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five working days prior to 28 May 2013 is RMB0.797028 to HK\$1.00. Accordingly, the amount of final dividend payable per H Share is approximately HK\$0.125466 (tax inclusive).

The Company will withhold and pay the relevant income tax strictly in accordance with

the relevant laws and requirements of the PRC and strictly based on the Company's register of its H Shareholders as at the end of 6 June 2013. Reference is made to the announcement of the Company dated 25 March 2013 for the detailed withholding rate. Shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Company.

### **CHANGE IN THE POSITIONS OF FINANCIAL CONTROLLER AND QUALIFIED ACCOUNTANT**

The Board has resolved that the Company will not retain the positions of financial controller and qualified accountant. Mr. Li Bo ("Mr. Li") who held the positions of company secretary, authorised representative, financial controller and qualified accountant of the Company has ceased to hold the position of financial controller and qualified accountant of the Company with effect from 28 May 2013. Subsequent to the aforesaid change, Mr. Li remains as the company secretary and authorised representative of the Company.

Mr. Li and the Board confirm that there is no disagreement between the Board and Mr. Li and there are no matters which need to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company in relation thereto.

Mr. Li Bo, aged 34, is the Company Secretary of the Company. He graduated from Capital University of Economics and Business with a bachelor's degree of economics in 2001 and obtained a master degree of accounting from Macquarie University of Australia in 2004. Mr. Li is a member of the Hong Kong Institute of Certified Public Accountants and Certified Practising Accountant of Australia. Mr. Li served as an auditor in Deloitte Beijing office from December 2004 to July 2007. He served as a senior auditor in the Audit office of New South Wales in Australia from August 2007 to

September 2010 and served in Sinolink securities as a project manager from September 2010 to March 2011. He also serves as an independent director in Beijing Origin Water Company (a company listed in Shenzhen Stock Exchange) since June 2007. Mr. Li joined the Company on 18 March 2011.

## **CHANGE OF AUDITORS**

The Board announces that Deloitte Touche Tohmatsu (“Deloitte”) has retired as the non-PRC auditors of the Company upon the conclusion of the AGM and Deloitte Touche Tohmatsu CPA LLP (德勤華永會計師事務所 (特殊普通合夥)) was appointed as the auditors of the Company with effect from the conclusion of the AGM.

Deloitte have confirmed in writing that there are no matters in relation to their retirement which should be brought to the attention of the members or creditors of the Company. The Board is not aware of any matters in relation to the change of auditors that need to be brought to the attention of the shareholders of the Company. The Board has also confirmed that there are no disagreements or outstanding matters between the Company and Deloitte.

*By Order of the Board*

**Beijing Jingkelong Company Limited\***

**Li Bo**

*Company Secretary*

Beijing, the PRC

28 May 2013

*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.*

*\* For identification purpose only*