
IMPORTANT

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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)

Executive Directors:

Mr. Wei Tingzhan
Mr. Li Jianwen
Ms. Li Chunyan
Mr. Liu Yuejin

Registered Office:

Block No. 45
Xinyuan Street
Chaoyang District
Beijing
PRC

Non-executive Directors:

Mr. Gu Hanlin
Mr. Li Shunxiang

Place of business in Hong Kong:

20th Floor
Alexandra House
18 Chater Road, Central
Hong Kong

Independent Non-executive Directors:

Mr. Choi Onward
Mr. Wang Liping
Mr. Chen Liping

To Shareholders

Dear Sir/Madam,

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting in 2012 (the “**Extraordinary General 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 the Conference Room, 4th

* For identification purpose only

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Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China (the "PRC") at 9:00 a.m on Friday, 31 August 2012 for the purpose of considering the following matters:

AS SPECIAL RESOLUTIONS:

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

1. **"THAT:**

- (1) the board of the directors of the Company (the **"Board"**) be and is hereby generally and unconditionally granted a general mandate, subject to the registration and approval by the National Association of Financial Market Institutional Investors of the People's Republic of China (中國銀行間市場交易商協會), to issue private debt financing instruments (the **"Instrument(s)"**) in PRC (the **"Private Debt Issue(s)"**). The particulars of the Private Debt Issue(s) are set out as follows:
 - (i) registration amount and issue size: the registration amount shall not exceed RMB800 million (including RMB800 million), and the issue size of the first tranche of the issue shall not exceed RMB400 million (including RMB400 million);
 - (ii) maturity of issue: not exceeding 5 years (inclusive);
 - (iii) interest rate: not higher than the base interest rate of the bank loans prescribed by the People's Bank of China over the same period;
 - (iv) method of issuance: private issue, multiple registrations and multiple tranches;
 - (v) target subscribers: investors in the inter-bank market of the PRC; and
 - (vi) use of proceeds: including but not limited to the replacement of part of bank loans and short-term debentures, supplementing working capital of the Group and etc.
- (2) The Board (or any committee thereof), taking into consideration the requirement of the Company and other market conditions, be and is hereby generally and unconditionally authorised to:
 - (i) determine the terms and conditions of and other matters relating to the Private Debt Issue(s) (including but not limited to the determination of the final principal amount, term, interest rate, lead underwriter, method of underwriting, target subscriber(s) and use of the proceeds of the Private Debt Issue(s));

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- (ii) do all such acts which are necessary and incidental to the Private Debt Issue(s) (including but not limited to the securing of approvals, the determination of selling arrangements and the preparation of the relevant application documents); and
- (iii) take all such steps which are necessary for the purposes of or incidental to executing the Instrument(s) (including but not limited to the execution of all requisite documentation and the disclosure of the relevant information in accordance with the applicable laws) and to the extent that any of the abovementioned acts and steps have already been undertaken by the Board (or any committee thereof) in connection with the Private Debt Issue(s) and/or the Instrument(s), such acts and steps be hereby approved, confirmed and ratified.”

2. **“THAT:**

the following amendments (the “**Amendments to the Articles of Association**”) to the existing articles of association of the Company (the “**Articles of Association**”) be and are hereby approved, and any one Director be and is hereby authorised to do all such things as are necessary in respect of or incidental to the Amendments to the Articles of Association pursuant to the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities) (*Note (I)*):

- (1) to delete the first line of Article 20 of the existing Articles of Association in its entirety and replace it with “The structure of the share capital of the Company is as follows:”
- (2) to revise the amount and proportion of “domestic shares held by promoters” from “197,859,562” and “48.00” to “192,826,709” and “46.78”, respectively, in the fourth line of Article 20 of the existing Articles of Association;
- (3) to revise the amount and proportion of “domestic shares held by other domestic shareholders” from “32,200,438” and “7.81” to “32,233,291” and “9.03”, respectively, in the fifth line of Article 20 of the existing Articles of Association;
- (4) to delete the eighth line of Article 20 of the existing Articles of Association in its entirety and replace it with “As at the current date, the shares held by promoters are as follows:”
- (5) to revise the number of shares held by Tianjin Jinganghua Jianzhu Art Decoration Work Company Limited* (天津市金港華建築藝術裝飾工程有限公司) from “5,210,428” to “2,084,171” in the fourteenth line of Article 20 of the existing Articles of Association;

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- (6) to revise the number of shares held by Xia Wensheng from “2,084,171” to “0” in the eighteenth line of Article 20 of the existing Articles of Association;
- (7) to revise the number of shares held by Gu Hanlin from “1,062,937” to “797,203” in the twentieth line of Article 20 of the existing Articles of Association;
- (8) to revise the number of shares held by Wei Tingzhan from “1,417,237” to “1,545,104” in the twenty-first line of Article 20 of the existing Articles of Association; and
- (9) to revise the number of shares held by Li Jianwen from “1,354,712” to “1,482,579” in the twenty-sixth line of Article 20 of the existing Articles of Association. *(Note (J))*

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

Beijing, The People’s Republic of China
16 July 2012

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 11 August 2012 to Friday, 31 August 2012 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 4:30 p.m., the close of business of Friday, 10 August 2012 are entitled to attend and vote at the Extraordinary General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the Extraordinary General 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. the close of business of Friday, 10 August 2012. 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

The Company will not process registration of transfers of the domestic shares of the Company (“**Domestic Shares**”) from Saturday, 11 August 2012 to Friday, 31 August 2012 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at 4:30 p.m., the close of business of Friday, 10 August 2012 are entitled to attend and vote at the Extraordinary General Meeting. Holders of Domestic Shares should contact the secretary to the board of directors (“**Secretary to the Board**”) 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 Extraordinary General Meeting should complete and return the reply slip for attending the Extraordinary General Meeting in person.

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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 Extraordinary General Meeting (i.e. on or before Saturday, 11 August 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 Extraordinary General Meeting (i.e. on or before Saturday, 11 August 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) 6460 3046
Facsimile No.: 86(10) 6461 1370

- (C) Each holder of H Shares entitled to attend and vote at the Extraordinary General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Extraordinary 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 Extraordinary 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 by personal delivery or by post to the Company's H-Shares 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-Shares Registrar and Transfer Office not less than 24 hours before the time appointed for the Extraordinary General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the Extraordinary General Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting on his behalf. A proxy need not be a Shareholder. Notes (C) and (D) 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 by personal delivery or by post such that the same shall be received by the Secretary to the Board not less than 24 hours before the time appointed for the Extraordinary General Meeting. 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 Extraordinary 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 Extraordinary 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.

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- (H) The Extraordinary General Meeting is expected to last for not more than half a day. Shareholders who attend the Extraordinary General Meeting shall bear their own travelling and accommodation expenses.
- (I) The proposed amendments to the existing Article of Association are made to reflect the structure of the share capital of the Company following the transfer of certain domestic shares of the Company held by certain promoters of the Company.
- (J) Please note that the proposed Amendments to the Article of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language of this notice is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

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.