

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)

**VOTING RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
THE H SHARES CLASS MEETING
AND
THE DOMESTIC SHARES CLASS MEETING
HELD ON 28 MAY 2012**

The Board is pleased to announce that the Extraordinary General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting were held on 28 May 2012, and all the respective proposed special resolutions as set out in the notices of Extraordinary General Meeting, H Shares Class Meeting and Domestic Shares Class Meeting were duly passed by way of poll.

Reference is made to the circular of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited* (the “Company”)) dated 13 April 2012 in relation to (1) the proposed A Share Issue, (2) the proposed grant of authority to the Board to determine and deal with matters relating to the proposed A Share Issue, (3) the proposed amendments to the Articles of Association, (4) the

proposed adoption of the Rules of Procedures and Internal Rules and other rules, and (5) the notices of Extraordinary General Meeting, H Shares Class Meeting and Domestic Shares Class Meeting (the “Circular”). Unless defined otherwise, the terms used herein shall have the same meanings as those defined in the Circular.

The Extraordinary General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting were held on 28 May 2012 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 proposed special resolutions as set out in the notices of Extraordinary General Meeting, H Shares Class Meeting and Domestic Shares Class Meeting, respectively, were duly passed by way of poll.

RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The poll results in respect of the respective special resolutions proposed at the Extraordinary General Meeting were as follows:

Special resolutions			Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
			For	Against	
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).	349,124,508 (100%)	0 (0%)	349,124,508 (100%)

1.2	Place of listing:	The Shanghai Stock Exchange.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
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.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
1.4	Issue targets:	Qualified investors eligible to engage in securities investment stipulated under the applicable PRC laws, rules and regulations and regulatory documents.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
1.5	Nominal value:	RMB1.00.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
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.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
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.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
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.	349,124,508 (100%)	0 (0%)	349,124,508 (100%)

1.9	The proceeds of the issue and listing of A Shares are intended to be utilised in the following projects:	<p>(a) the retail network development project;</p> <p>(b) the upgrading and expansion of logistics centres project; and</p> <p>(c) the upgrading and expansion of information system.</p> <p>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.</p>	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
1.10	Term:	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.”	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
2.	<p>“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:</p> <p>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”);</p> <p>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</p>		349,124,508 (100%)	0 (0%)	349,124,508 (100%)

	<p>matters relating to the A Share Issue in accordance with actual circumstances under the proposal approved by the CSRC;</p> <p>2.3 to determine the amount of proceeds used in each project within the scope of the use of proceeds;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>2.8 The authorisation under this Resolution 2 shall be effective for a period of 12 months from the date of approval by the holders of Domestic Shares at this Domestic Shares class meeting.”</p>			
3.	<p>“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, which shall come into effect after the A Shares are listed on the Shanghai Stock Exchange, be and are hereby approved.”</p>	<p>349,124,508 (100%)</p>	<p>0 (0%)</p>	<p>349,124,508 (100%)</p>
4.	<p>“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.”</p>	<p>349,124,508 (100%)</p>	<p>0 (0%)</p>	<p>349,124,508 (100%)</p>
5.	<p>“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.”</p>	<p>349,124,508 (100%)</p>	<p>0 (0%)</p>	<p>349,124,508 (100%)</p>

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.”	349,124,508 (100%)	0 (0%)	349,124,508 (100%)
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.”	349,124,508 (100%)	0 (0%)	349,124,508 (100%)

As at the date of the Extraordinary General Meeting, 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 above special resolutions proposed at the Extraordinary General Meeting was 412,220,000 Shares. There was no Share entitling the holder to attend and abstain from voting in favour at the Extraordinary General Meeting as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the Extraordinary General Meeting. There were no restrictions on the Shareholders to cast votes on any proposed resolutions at the Extraordinary General Meeting.

The Shareholders and authorised proxies holding an aggregate of 349, 124, 508Shares, representing approximately 84. 69% of the total number of Shares were present at the Extraordinary General Meeting.

As all the votes were cast in favour of each of the above special resolutions proposed at the Extraordinary General Meeting, all the above special resolutions were duly passed.

RESULTS OF THE H SHARES CLASS MEETING

The poll results in respect of the respective special resolutions proposed at the H Shares Class Meeting were as follows:

Special resolutions			Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
			For	Against	
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).	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
1.2	Place of listing:	The Shanghai Stock Exchange.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
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.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
1.4	Issue targets:	Qualified investors eligible to engage in securities investment stipulated under the applicable PRC laws, rules and regulations and regulatory documents.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
1.5	Nominal value:	RMB1.00.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)

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.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
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.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
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.	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
1.9	The proceeds of the issue and listing of A Shares are intended to be utilised in the following projects:	<p>(a) the retail network development project;</p> <p>(b) the upgrading and expansion of logistics centres project; and</p> <p>(c) the upgrading and expansion of information system.</p> <p>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.</p>	119,039,083 (100%)	0 (0%)	119,039,083 (100%)

	1.10	Term:	This Resolution 1 shall be effective for a period of 12 months from the date of the approval by the holders of H Shares at this H Shares class meeting.”	119,039,083 (100%)	0 (0%)	119,039,083 (100%)
2.	<p>“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:</p> <p>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”);</p> <p>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;</p> <p>2.3 to determine the amount of proceeds used in each project within the scope of the use of proceeds;</p> <p>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;</p> <p>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;</p> <p>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;</p>			119,039,083 (100%)	0 (0%)	119,039,083 (100%)

<p>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;</p> <p>2.8 The authorisation under this Resolution 2 shall be effective for a period of 12 months from the date of approval by the holders of Domestic Shares at this Domestic Shares class meeting.”</p>			
---	--	--	--

As at the date of the H Shares Class Meeting, there were 182,160,000 H Shares in issue. The total number of H Shares entitling the H Shareholders to attend and vote for or against the above special resolutions proposed at the H Shares Class Meeting was 182,160,000 H Shares. There was no H Share entitling the holder to attend and abstain from voting in favour at the H Shares Class Meeting as set out in rule 13.40 of the Listing Rules. No H Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the H Shares Class Meeting. There were no restrictions on the Shareholders to cast votes on any proposed resolutions at the H Shares Class Meeting.

The H Shareholders and authorised proxies holding an aggregate of 119,039,083 H Shares, representing approximately 65.35% of the total number of H Shares were present at the H Shares Class Meeting.

As all the votes were cast in favour of each of the above special resolutions proposed at the H Shares Class Meeting, all the above special resolutions were duly passed.

RESULTS OF THE DOMESTIC SHARES CLASS MEETING

The poll results in respect of the respective special resolutions proposed at the Domestic Shares Class Meeting were as follows:

Special resolutions			Number of votes and approximate percentage of total number of votes cast		Total no. of votes cast (including abstained votes, if any)
			For	Against	
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).	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
1.2	Place of listing:	The Shanghai Stock Exchange.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
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.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
1.4	Issue targets:	Qualified investors eligible to engage in securities investment stipulated under the applicable PRC laws, rules and regulations and regulatory documents.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
1.5	Nominal value:	RMB1.00.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)

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.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
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.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
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.	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
1.9	The proceeds of the issue and listing of A Shares are intended to be utilised in the following projects:	<p>(a) the retail network development project;</p> <p>(b) the upgrading and expansion of logistics centres project; and</p> <p>(c) the upgrading and expansion of information system.</p> <p>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</p>	229,862,425 (100%)	0 (0%)	229,862,425 (100%)

			proceeds, funds applied will be replaced by the proceeds and the bank loans will be repaid.			
	1.10	Term:	This Resolution 1 shall be effective for a period of 12 months from the date of the approval by the holders of Domestic Shares at this Domestic Shares class meeting.”	229,862,425 (100%)	0 (0%)	229,862,425 (100%)
2.	<p>“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:</p> <p>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”);</p> <p>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;</p> <p>2.3 to determine the amount of proceeds used in each project within the scope of the use of proceeds;</p> <p>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;</p> <p>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;</p> <p>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</p>			229,862,425 (100%)	0 (0%)	229,862,425 (100%)

<p>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;</p> <p>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;</p> <p>2.8 The authorisation under this Resolution 2 shall be effective for a period of 12 months from the date of approval by the holders of Domestic Shares at this Domestic Shares class meeting.”</p>			
--	--	--	--

As at the date of the Domestic Shares Class Meeting, there were 230,060,000 Domestic Shares in issue. The total number of Domestic Shares entitling the Domestic Shareholders to attend and vote for or against the above special resolutions proposed at the Domestic Shares Class Meeting was 230,060,000 Domestic Shares. There was no Domestic Share entitling the holder to attend and abstain from voting in favour at the Domestic Shares Class Meeting as set out in rule 13.40 of the Listing Rules. No Domestic Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the Domestic Shares Class Meeting. There were no restrictions on the Shareholders to cast votes on any proposed resolutions at the Domestic Shares Class Meeting.

The Domestic Shareholders and authorised proxies holding an aggregate of 229, 862, 425 Domestic Shares, representing approximately 99.91% of the total number of Domestic Shares were present at the Domestic Shares Class Meeting.

As more than two-thirds of the votes were cast in favour of each of the above special resolutions proposed at the Domestic Shares Class Meeting, all the above special resolutions were duly passed.

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the scrutineer at each of the Extraordinary General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting for the purpose of vote-taking.

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

Beijing, the PRC

28 May 2012

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*