

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited*) (the “**Company**”) for the year ended 31 December 2024 (the “**2024 Annual General Meeting**”) will be held at 9:00 a.m. on Friday, 16 May 2025 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) for the purpose of considering the following matters. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 April 2025.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2024.
2. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2024.
3. To consider and approve the re-appointment of BDO CHINA Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所 (特殊普通合夥)) as the auditors of the Company for the period from the conclusion of the 2024 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2025, and its remuneration of RMB1,500,000.
4. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2024:

* For identification purposes only

As the net profit (loss) attributable to the shareholders of the parent company for the year ended 31 December 2024 was RMB(160,673,532), the Board of the Company proposed not to pay final dividend to its shareholders, which means there will be no cash dividend distribution, nor will the capital reserves be capitalized or other forms of distribution be made in respect of the year ended 31 December 2024 in order to ensure the continuous and stable operation and the long-term interest of the shareholders of the Company, after taking into account of the operating plans and capital needs of the Company in 2025.

5. To consider and approve the re-election of Mr. Zhang Liwei as an executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the annual general meeting for the year ending on 31 December 2027 (“**2027 Annual General Meeting**”).
6. To consider and approve the re-election of Ms. Wang Hong as an executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
7. To consider and approve the re-election of Mr. Zhang Hongbo as an executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
8. To consider and approve the re-election of Mr. Yang Wensheng as an executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
9. To consider and approve the re-election of Ms. Zhang Yan as a non-executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
10. To consider and approve the election of Ms. Li Ying as a non-executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
11. To consider and approve the re-election of Mr. Kot Man Tat as an independent non-executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
12. 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 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.
13. To consider and approve the election of Mr. He Mingke as an independent non-executive Director of the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.

14. To consider and approve the remuneration of the Directors: (1) to authorize the Board and the remuneration committee of the Company to determine the Director's fee for the Chairman of the Board according to the requirements of the Chaoyang SASAC with reference to the Company's annual financial results and other allowance and benefits in kind under the applicable PRC laws and regulations; (2) the Director's fee for the independent non-executive Director with certified public accountant's qualification at RMB204,758 (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; and (3) save for the aforesaid Directors, the other Directors will not receive any Director's fee, but each of the executive Directors will be entitled to remuneration based on his/her executive duties and responsibilities (other than being a Director) in the Company.

By Order of the Board
Beijing Jingkelong Company Limited
Zhang Liwei
Chairman

Beijing, the People's Republic of China
22 April 2025

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company ("**H Shares**") from Friday, 9 May 2025 to Friday, 16 May 2025 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited ("**the Company's H-Share Registrar**") at 4:30 p.m., the close of business on Thursday, 8 May 2025 are entitled to attend and vote at the 2024 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2024 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar, not later than 4:30 p.m. on Thursday, 8 May 2025. The address of the Company's H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 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 Friday, 9 May 2025 to Friday, 16 May 2025 (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 on Thursday, 8 May 2025 are entitled to attend and vote at the 2024 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board ("**Secretary to the Board**") of directors of the Company for details concerning registration of transfers of Domestic Shares.

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

- (B) Each holder of H Shares entitled to attend and vote at the 2024 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2024 Annual 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.
- (C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form 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 proxy form 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 2024 Annual General Meeting on its behalf, the relevant proxy form 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.
- (D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the 2024 Annual General Meeting (i.e. 9:00 a.m. on Thursday, 15 May 2025) or at least 24 hours before the designated time of voting.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the 2024 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2024 Annual 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 proxy form 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, not less than 24 hours before the time appointed for the 2024 Annual General Meeting (i.e. 9:00 a.m. on Thursday, 15 May 2025) or at least 24 hours before the designated time of voting. The address of the Secretary to the Board is stated in note (A) above.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the 2024 Annual 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 2024 Annual General Meeting, 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.

- (G) The 2024 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2024 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (H) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, all votes at the 2024 Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

* *For identification purpose only*

As at the date of this notice, the executive directors of the Company are Mr. Zhang Liwei, Ms. Wang Hong, Mr. Zhang Hongbo and Mr. Yang Wensheng; the non-executive directors are Mr. Li Jianwen and Ms. Zhang Yan and the independent non-executive directors are Mr. Wang Liping, Mr. Chen Liping and Mr. Kot Man Tat.