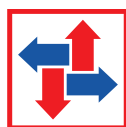

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in **Beijing Jingkelong Company Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



北京京客隆
商业集团股份有限公司
BEIJING JINGKELONG COMPANY LIMITED

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)

PROPOSALS FOR ELECTION AND RE-ELECTION OF DIRECTORS AND NOTICE OF 2024 ANNUAL GENERAL MEETING

A notice for convening the annual general meeting (the “**2024 Annual General Meeting**”) for the year ended 31 December 2024 of Beijing Jingkelong Company Limited (the “**Company**”) to 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 is set out in this circular.

Whether or not you are able to attend the 2024 Annual General Meeting, you are requested to complete and return the relevant enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by no less than 24 hours before the time appointed for the holding of the 2024 Annual General Meeting or at any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 Annual General Meeting or at any adjournment should you so wish.

22 April 2025

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

| | |
|---|---|
| “2024 Annual General Meeting” | the annual general meeting of the Company to be held for the purpose of considering the proposed election and re-election of Directors and the other matters contained in the Notice of 2024 Annual General Meeting |
| “Articles of Association” or “Articles” | the articles of association of the Company |
| “Board” | the Board of Directors of the Company |
| “Company” | 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 PRC, the H shares of which are listed on the Stock Exchange |
| “the Company’s H-Share Registrar” | Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | the ordinary shares(s) issued by the Company, with a denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB |
| “Domestic Shareholder(s)” | holder(s) of Domestic Share(s) |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | the overseas listed foreign ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange |
| “H Shareholder(s)” | holder(s) of H Share(s) |
| “HK dollars” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 14 April 2025, being the latest practicable date for ascertaining certain information in this circular |

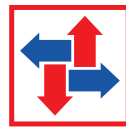
DEFINITIONS

| | |
|---|--|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Notice of 2024 Annual General Meeting” | the notice of the 2024 Annual General Meeting contained in this circular |
| “PRC” | the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “RMB” | Renminbi yuan, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | Domestic Share(s) and H Share(s), as the context may require |
| “Shareholder(s)” | Domestic Shareholder(s) and H Shareholder(s), as the context may require |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

If there is any inconsistency between the Chinese version of the name(s) of the person(s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.

* For identification purposes only

LETTER FROM THE BOARD



北京京客隆
商业集团股份有限公司
BEIJING JINGKELONG COMPANY LIMITED

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. Zhang Liwei
Ms. Wang Hong
Mr. Zhang Hongbo
Mr. Yang Wensheng

Registered Office:

Block No. 45
Xinyuan Street
Chaoyang District
Beijing
PRC

Non-executive Directors:

Mr. Li Jianwen
Ms. Zhang Yan

Place of business in Hong Kong:

26th Floor
Jardine House
1 Connaught Place
Central
Hong Kong

Independent Non-executive Directors:

Mr. Kot Man Tat
Mr. Wang Liping
Mr. Chen Liping

22 April 2025

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
ELECTION AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF 2024 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) election and re-election of Directors; and (ii) other matters contained in the Notice of 2024 Annual General Meeting, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the 2024 Annual General Meeting.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS

The term of engagement of all the existing Directors will expire upon the conclusion of 2024 Annual General Meeting. The Board has resolved to propose to the Shareholders to re-elect the existing Directors at the 2024 Annual General Meeting. Further, the Board had resolved to propose to the Shareholders the election of two new Directors at the 2024 Annual General Meeting in place of one existing non-executive Director and one existing independent non-executive Director who will not stand for re-election at the 2024 Annual General Meeting.

(A) ELECTION AND RE-ELECTION OF DIRECTORS

The Board currently comprises nine Directors (four of which are executive Directors, two are non-executive Directors and three are independent non-executive Directors), and their terms of office would expire at the conclusion of the 2024 Annual General Meeting. The Board proposes to the Shareholders to re-elect all the existing executive Directors, namely Mr. Zhang Liwei, Ms. Wang Hong, Mr. Zhang Hongbo and Mr. Yang Wensheng, one out of the two existing non-executive Directors, namely Ms. Zhang Yan, and two out of the three existing independent non-executive Directors, namely Mr. Kot Man Tat and Mr. Wang Liping, 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**”).

Pursuant to the requirements of the State-owned Assets Supervision and Administration Commission of the Beijing Chaoyang District Government* (北京市朝陽區人民政府國有資產監督管理委員會) (“**Chaoyang SASAC**”), Mr. Li Jianwen is not intended to stand for re-election as a non-executive Director. Mr. Li has confirmed that he has no disagreement with the Board and the Company and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. He will continue to serve as Director until the conclusion of the 2024 Annual General Meeting. The Board would like to express its sincere gratitude to Mr. Li for his valuable contributions to the Company during the tenure of his office. By taking into account the nomination policy and the policy of the diversity of the members of the Board of the Company (the “**Board Diversity Policy**”), the nomination committee of the Company and the Board have nominated Ms. Li Ying as a proposed non-executive Director and have nominated her as candidate for election as a non-executive Director for a term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.

Further, Mr. Chen Liping is not intended to stand for re-election as an independent non-executive Director due to work reasons and has confirmed that he has no disagreement with the Board and the Company and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. He will continue to serve as Director until the conclusion of the 2024 Annual General Meeting. The Board would like to express its sincere gratitude to Mr. Chen for his valuable contributions to the Company during the tenure of his office. By taking into account the nomination policy of the Company and the Board Diversity Policy, the nomination committee of the Company and the Board have nominated Mr. He

LETTER FROM THE BOARD

Mingke as a proposed independent non-executive Director and have nominated him as candidate for election as an independent non-executive Director for a term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting.

Pursuant to Code Provision B.2.3 of Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by Shareholders.

The existing independent non-executive Director, Mr. Wang Liping, served as an independent non-executive Director since June 2010. Accordingly, Mr. Wang has served the Company for more than nine years, and his further appointment as an independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders.

The nomination committee of the Company and the Board have assessed the performance of Mr. Wang Liping in the past years and considered his biographical details, and believe that although Mr. Wang has served as a member of the Board for more than nine years, he is able to, and has, during the terms of his service, expressed his views independently, objectively and impartially, and has constructively put forward his independent views and verified his arguments. His length of service also means that he has in depth knowledge of the Company and the challenges it faces which enables him to continue to contribute to the determination of long term goals and strategies of the Group. The nomination committee of the Company and the Board are satisfied that Mr. Wang remains independent as an independent non-executive Director despite his years of service, as there has not been any indication that the interactions or relationships built with the executive management of the Group over the years have diminished Mr. Wang's independence in discharging his duties, and commitment to serve the interests of the Company and the Shareholders as a whole, and it is believed that he will continue to effectively contribute as a member of the Board. Both the nomination committee of the Company and the Board are of the view that as an independent non-executive Director, Mr. Wang meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and that he is able to continue to fulfill his role as required.

The nomination committee of the Company and the Board are of the view that the existing Directors, in particular, the independent non-executive Directors, are suitable candidates to be re-elected based on their background, experience, self-willingness, past performance and contributions to the Board, and the election and re-election also conform with the Board Diversity Policy.

The proposed salary scheme for the Directors to be elected and re-elected at the 2024 Annual General Meeting is as follows:

1. The remuneration of the chairman of the Board shall be determined according to the requirements of the Chaoyang SASAC by the Board and the remuneration committee of the Company with reference to the Company's annual financial results and other allowance and benefits in kind under the applicable PRC laws and regulations.

LETTER FROM THE BOARD

2. The Director's fee for the independent non-executive Director with certified public accountant's qualification will be RMB204,758 (tax inclusive) per annum and the Director's fee for each of the other independent non-executive Directors will be RMB41,850 (tax inclusive) per annum.
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.

Subject to the above proposed election and re-election being approved by the Shareholders at the 2024 Annual General Meeting, each of the Directors who stand for election and re-election will enter into an agreement/a letter of appointment with the Company for the term from the conclusion of the 2024 Annual General Meeting to the conclusion of the 2027 Annual General Meeting. The biographical details of the Directors proposed to be elected and re-elected at the 2024 Annual General Meeting are set out as follows:

The existing Directors proposed to be re-elected

Executive and non-executive Directors

Mr. Zhang Liwei, aged 47, is the chairman of the Board and an executive Director of the Company. Mr. Zhang graduated from Tianjin University of Commerce* (天津商業大學). From August 2000 to December 2013, Mr. Zhang was employed in Beijing Xinyang Tongli Commercial Facilities Company Limited* (北京欣陽通力商業設備有限公司), a non-wholly-owned subsidiary of the Company. From December 2013 to July 2017, Mr. Zhang had been appointed successively as the manager of the Equipment or Materials Purchasing Department and the manager of the Equipment Division of the Company, the assistant to the general manager, the manager of the Supermarket Operation Division of the Company, the Chief Operating Officer of the Company and etc. From August 2017 to July 2020, he has been the assistant general manager of the Company. From July 2020 to November 2021, he has been the general manager of the Company. Since November 2021, he has been the chairman of the Board of the Company. Mr. Zhang is also the chairman of Beijing Chaopi Trading Company Limited* (北京朝批商貿股份有限公司), a subsidiary directly held as to approximately 79.85% equity interest by the Company. Mr. Zhang will not receive Directors' fees, and Mr. Zhang is entitled to remuneration (including an annual basic salary and a performance-based bonus to be determined by reference to the Company's annual financial results and to be approved by the Board and the remuneration committee) and other allowance and benefits in kind under the applicable laws and regulations of PRC in the total amount of approximately RMB700,000. These are determined in accordance with his duties and responsibilities with the Company and the Company's remuneration policy.

Ms. Wang Hong, aged 54, is the general manager of the Company. Ms. Wang obtained a bachelor's degree from Zhejiang University* (浙江大學). She worked in Beijing Ruida Frozen Foods Company Limited* (北京瑞達急凍食品有限公司) for nine years and was appointed as the assistant to general manager before joining the Company. From September 2003 to March 2011, she had been appointed as the deputy officer of the Office of Managers, the purchase

LETTER FROM THE BOARD

manager of the In-house Brand Division of Purchase Center and the manager of the Marketing Department of the Company. From March 2011 to July 2012, she had been appointed as the deputy manager and the manager of Human Resources. From August 2012 to August 2017, she was the director general and the manager of the Human Resources Department of the Company. From June 2010 to October 2017, she was a staff-appointed supervisor of the Company. From August 2017 to April 2023, she was the assistant general manager of the Company. Since April 2023, she has been the general manager of the Company. Ms. Wang has been an executive Director of the Company since May 2023. Ms. Wang will not receive any Directors' fees, the remuneration she will receive as an employee of the Company includes a yearly salary of RMB700,000, discretionary bonus and other benefits and allowances. These are determined in accordance with her duties and responsibilities with the Company and the Company's remuneration policy.

Mr. Zhang Hongbo, aged 55, is an assistant general manager of the Company, a director, the chairman of the board of directors and the legal representative of Beijing Jingkelong (Langfang) Company Limited* (北京京客隆(廊坊)有限公司), a wholly-owned subsidiary of the Company. Mr. Zhang obtained a bachelor's degree from the China University of Geosciences* (中國地質大學學士學位). From August 1992 to October 1997, Mr. Zhang was the officer and the deputy manager of the executive office of the Silk Import & Export Group Company of Hubei Province* (湖北省絲綢進出口集團公司). From October 1997 to March 2003, he served as the manager of the information department of China Resources Supermarket Company Limited* (華潤超級市場有限公司) in Shanghai and Shenzhen. From March 2003 to March 2006, he was the chief information officer and the manager of the information center of the Company. From March 2006 to August 2015, he was the assistant to the manager and the chief information officer of the Company. Since August 2015, he has been the assistant general manager of the Company. Mr. Zhang has served as an executive Director of the Company since October 2023. Mr. Zhang will not receive any Directors' fees, the remuneration he will receive as an employee of the Company includes a yearly salary of RMB560,000, discretionary bonus and other benefits and allowances. These are determined in accordance with his duties and responsibilities with the Company and the Company's remuneration policy.

Mr. Yang Wensheng, aged 47, is an assistant general manager of the Company. Mr. Yang obtained a bachelor's degree in Management from Henan University* (河南大學). From September 2000 to July 2004, he served as an officer in the Planning Commission of Shangqiu City, Henan Province* (河南省商丘市計劃委員會). From July 2004 to July 2006, he served as deputy director of the Economic Research Center in Development Planning Commission of Shangqiu City, Henan Province* (河南省商丘市發展計劃委員會). From July 2006 to October 2010, he successively served as the deputy chief of the Transportation Division, and the chief of the National Economy Comprehensive Division of the Development and Reform Commission of Shangqiu City of Henan Province* (河南省商丘市發展和改革委員會). From October 2010 to July 2013, he served as deputy county head of Wangjiang County, Anhui Province. From July 2013 to April 2018, he served as deputy director of the Financial Services Office of Wuqing District, Tianjin City* (天津市武清區金融服務辦公室); from July 2017 to April 2018, he concurrently served as the deputy director of the State-owned Assets Supervision and Administration Commission of Wuqing District, Tianjin City* (天津市武清區

LETTER FROM THE BOARD

國有資產監督管理委員會); from August 2017 to April 2018, he also served as the deputy director of the Finance Bureau of Wuqing District, Tianjin City* (天津市武清區財政局). From April 2018 to January 2022, he served as the deputy manager of Beijing Chaoyang District State-owned Capital Operation and Management Center* (北京市朝陽區國有資本經營管理中心). From January 2022 to August 2023, he served as the deputy general manager of Beijing Chaoyang State-owned Capital Operation and Management Company Limited* (北京朝陽國有資本運營管理有限公司). Since August 2023, he has served as the assistant general manager of the Company. Mr. Yang has been an executive Director of the Company since January 2024. Mr. Yang will not receive any Directors' fees, the remuneration he will receive as an employee of the Company includes a yearly salary of RMB560,000, discretionary bonus and other benefits and allowances. These are determined in accordance with his duties and responsibilities with the Company and the Company's remuneration policy.

Ms. Zhang Yan, aged 45, is a non-executive Director of the Company. She graduated from the Beijing Broadcasting Institute* (北京廣播學院) (now known as Communication University of China*, (中國傳媒大學)) specializing in finance and accounting. From July 2003 to October 2008, Ms. Zhang successively served as a sales assistant of the Marketing Department, an officer and the head of the Comprehensive Management Department of Beijing Lizheng Software Design and Research Institute* (北京理正軟件設計研究院). From November 2008 to October 2023, Ms. Zhang successively served as an officer of the Finance and Accounting Department, an officer and the head of the Party Committee Office, and the deputy director and the director of the General Office of Beijing Chaoyang Auxiliary Food Company* (北京市朝陽副食品總公司) (currently known as Beijing Chaofu State-owned Assets Administration Company Limited* (北京朝富國有資產管理有限公司) ("**Chaofu Company**"). Since October 2023, she has served as the manager of the Audit Compliance Department of Chaofu Company. Since October 2018, Ms. Zhang has been a non-executive Director of the Company.

Save as disclosed above, the above candidates for Directors did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the Latest Practicable Date. As at the Latest Practicable Date, save as set out in the section headed "Directors' interests in Shares and underlying Shares and other information" below, none of the above Directors had any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Meanwhile, each of them did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company which is required to be disclosed under the Listing Rules. Save as disclosed herein, there is no matter relating to the re-election of the aforementioned Directors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Independent non-executive Directors

Mr. Kot Man Tat, aged 53, is an independent non-executive Director and the chairman of the audit committee of the Company. Mr. Kot obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in 1996. He has over 20 years of experience in accounting and financial management, and previously worked in KPMG (畢馬威

LETTER FROM THE BOARD

會計師事務所) from August 1999 to April 2001 and Ernst & Young (安永會計師事務所) from April 2001 to November 2004. Mr. Kot served as the vice president of General Atlantic (Beijing) Investments Consultancy Limited* (泛大西洋(北京)投資顧問有限公司) from June 2008 to June 2011. He was the head of capital market of Zhongsheng Group Holding Co. Limited* (中升集團控股有限公司) from July 2011 to February 2013. From March 2013 to April 2016, he served as the senior vice president of General Atlantic (Beijing) Investments Consultancy Limited. From June 2016 to May 2021, he was the chief financial officer of China Zhongwang Holdings Limited* (中国忠旺控股有限公司) (Stock Code: 1333, a company previously listed on the Stock Exchange which was delisted on 13 April 2023). Since May 2021, Mr. Kot has been the chief financial officer of Joy Spreader Group Inc.* (樂享集團有限公司) (Stock Code: 6988, formerly known as Joy Spreader Interactive Technology Limited), a company listed on the Main Board of the Stock Exchange. Since April 2022, he has been the independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd.* (呷哺呷哺餐飲管理(中國)控股有限公司) (Stock Code: 520, a company listed on the Main Board of the Stock Exchange). Mr. Kot has been serving as an independent non-executive Director of the Company since August 2023.

Mr. Wang Liping, aged 68, is an independent non-executive Director of the Company. Mr. Wang obtained a master's degree in Economics and a doctoral degree in Management from Renmin University of China* (中國人民大學) in 1985 and 2004, respectively. He is currently the professor and doctoral supervisor at the Institute of Business Organization and the faculty of Human Resources Management at Renmin University of China. Since June 2010, he has been an independent non-executive Director of the Company.

Save as disclosed above, the above candidates for Directors did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the Latest Practicable Date. As at the Latest Practicable Date, Mr. Kot Man Tat and Mr. Wang Liping had no interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Meanwhile, each of them did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company that is required to be disclosed under the Listing Rules. Save as disclosed herein, there is no matter relating to the re-election of the aforementioned independent non-executive Directors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. The Company has received from each of the aforementioned persons to be re-elected as independent non-executive Directors a confirmation in respect of their independence. As at the Latest Practicable Date, the Company has not been notified of any change in circumstances affecting the independence of each of the above Director candidates. The Company is of the opinion that all the persons to be re-elected as independent non-executive Directors are independent pursuant to Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

New Directors proposed to be elected

Non-Executive Director

Ms. Li Ying, aged 51, holds a bachelor's degree and is a senior accountant. From August 1994 to December 2006, Ms. Li served as an accountant in the Finance Department of Beijing Landao Building Co., Ltd.* (北京藍島大廈有限責任公司). From December 2006 to May 2020, Ms. Li served as the director of the Finance Department of Beijing Jinyu Landao Commercial Operation Management Co., Ltd.* (北京金隅藍島商業運營管理有限公司). From May 2020 to March 2023, Ms. Li served as the deputy manager of the Human Resources Department of Beijing International Business Center Development and Construction Group Co., Ltd.* (北京國際商務中心區開發建設集團有限公司). Since March 2023, Ms. Li has been serving as the manager of the Human Resources Department of Beijing International Business Center Development and Construction Group Co., Ltd.

Save as disclosed above, the above candidate for Director did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the Latest Practicable Date. As at the Latest Practicable Date, Ms. Li had no interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Meanwhile, Ms. Li did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company which is required to be disclosed under the Listing Rules. Save as disclosed herein, there is no matter relating to the election of the non-executive Director that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Independent Non-Executive Director

Mr. He Mingke, aged 63, is a professor, Doctorate and Doctoral Supervisor at the School of Business, Beijing Technology and Business University* (北京工商大學), with the special government allowance of the State Council. Mr. He concurrently serves as the Vice Chairperson of the Logistics Education Guidance Committee of the Ministry of Education and the Chairperson of the ISO/TC 344 Committee on Innovative Logistics Technologies of the International Organization for Standardization. He was formerly the Vice President of Beijing Wuzi University* (北京物資學院) and has long held concurrent positions as the Vice President of the China Federation of Logistics and Purchasing* (中國物流與採購聯合會) and the Vice President of the China Society of Logistics* (中國物流學會). He has been the principal investigator of a national characteristic major, a national teaching team, a national excellent course, and a national excellent resource-sharing course. His representative work, "Logistics System Theory" (monograph), won the second prize of the Beijing Philosophy and Social Sciences Outstanding Achievement Award. His main research directions include logistics and supply chain management, etc. Since November 2024, he has been the director of CNPC Kunlun Logistics Company Limited* (中國石油崑崙物流有限公司).

LETTER FROM THE BOARD

Save as disclosed above, the above candidate for Director did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the Latest Practicable Date. As at the Latest Practicable Date, Mr. He Mingke had no interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Meanwhile, he did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company that is required to be disclosed under the Listing Rules. Save as disclosed herein, there is no matter relating to the election of the independent non-executive Director that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. The Company has received from Mr. He Mingke a confirmation in respect of his independence. As at the Latest Practicable Date, the Company has not been notified of any change in circumstances affecting the independence of Mr. He. The Company is of the opinion that Mr. He is independent pursuant to Rule 3.13 of the Listing Rules.

(B) DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES AND OTHER INFORMATION

As at the Latest Practicable Date, the interests of the Directors to be elected or re-elected as mentioned above in the Shares and underlying Shares of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules, were as follows:

Long positions in the domestic shares of the Company

| Name | Capacity | Total number of domestic shares held | Approximate percentage of total issued domestic shares (%) | Approximate percentage of total issued Shares (%) |
|--------------|----------|--|--|---|
| Zhang Liwei | Personal | 400,100 | 0.17 | 0.10 |
| Wang Hong | Personal | 186,696 | 0.08 | 0.05 |
| Zhang Hongbo | Personal | 100,000 | 0.04 | 0.02 |

3. VOTING BY POLL AT THE 2024 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the annual general meeting must be taken by poll 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. Accordingly, the voting on all resolutions at the 2024 Annual General Meeting will be conducted by

LETTER FROM THE BOARD

way of poll. An announcement on the poll results will be made by the Company after the 2024 Annual General Meeting in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

4. THE 2024 ANNUAL GENERAL MEETING

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 PRC. Notice of 2024 Annual General Meeting is set out on pages 14 to 17 in this circular. The Board confirms that no Shareholder has a material interest in the relevant resolutions and therefore, no Shareholder is required to abstain from voting at the above meeting.

The proxy form for use at the 2024 Annual General Meeting is also enclosed herewith. Whether or not you are able to attend the 2024 Annual General Meeting, you are requested to complete and return the enclosed proxy form to the Company (in the case of the holders of Domestic Shares) or to the Company's H-share Registrar (in the case of the holders of H Shares) in accordance with the instructions printed thereon as soon as possible but not less than 24 hours before the time appointed for the holding of 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. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 Annual General Meeting should you so wish.

5. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of Thursday, 8 May 2025 are entitled to attend and vote at the 2024 Annual General Meeting. The register of members of the Company will be closed from Friday, 9 May 2025 to Friday, 16 May 2025, both days inclusive, during which no transfer of Shares will be effective, to ascertain the rights of Shareholders to attend and vote at the 2024 Annual General Meeting. In order to be eligible to attend the 2024 Annual General Meeting and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H-Share Registrar no later than 4:30 p.m. on Thursday, 8 May 2025. Holders of Domestic Shares should contact the secretary to the Board of the Company (the "**Secretary to the Board**") for details concerning registration of transfers of Domestic Shares. The contact details of the Secretary to the Board are: 3rd Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC; telephone No.: 86(10) 64603046; and facsimile No.: 86(10) 64611370.

6. RECOMMENDATIONS

The Directors consider that the proposals for (i) election and re-election of Directors and (ii) other matters contained in the Notice of 2024 Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the 2024 Annual General Meeting.

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7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement contained herein misleading.

8. GENERAL INFORMATION

Should there be any discrepancies between the Chinese and English versions of this circular, the Chinese version shall prevail.

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

NOTICE OF 2024 ANNUAL GENERAL MEETING



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 (特殊普通合伙)) 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:

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.

* For identification purposes only

NOTICE OF 2024 ANNUAL GENERAL MEETING

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)

NOTICE OF 2024 ANNUAL GENERAL MEETING

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.

NOTICE OF 2024 ANNUAL GENERAL MEETING

- (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*