
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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**2011 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 2011 will be held at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) at 9:00 a.m on Monday, 28 May 2012 for the purpose of considering the following matters:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2011.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2011.

* For identification purpose only

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3. To consider and receive the consolidated audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2011.
4. To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. (德勤華永會計師事務所) as the PRC auditors of the Company and Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行) as the non-PRC auditors of the Company for the period from the conclusion of the 2011 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2012, and to authorise any committee of the Board of Directors of the Company to determine their respective remuneration (and, for the purpose of this resolution, "PRC" means the People's Republic of China excluding Hong Kong, Macau and Taiwan).
5. To consider and approve the profit distribution of the Company for the year ended 31 December 2011 (including the payment of the final dividend of RMB20.0 cents per share of the Company).

AS SPECIAL RESOLUTIONS:

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

6. "THAT:

- (1) the board of directors of the Company (the "Board") be and is hereby authorised and granted an unconditional general mandate ("General Mandate (Shares)") to separately or concurrently allot, issue and deal with additional Domestic Shares (or, if the issue of A Shares is completed, the A Shares representing such Domestic Shares) and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
 - (a) the General Mandate (Shares) shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
 - (b) the respective aggregate nominal amount of the Domestic Shares (or, if the issue of A Shares is completed, the A Shares representing such Domestic Shares) and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise), separately or concurrently, by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue (as defined below) or any separate approval of the shareholders of the Company) shall not exceed:
 - (i) 20 percent of the aggregate nominal amount of the Domestic Shares in issue (or, if the issue of A Shares is completed, the A Shares representing such Domestic Shares); and
 - (ii) 20 percent of the aggregate nominal amount of the H Shares in issue,

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in each case as at the date of passing of this resolution; and

- (c) the Board will only exercise its power under the General Mandate (Shares) in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or stock exchange (if applicable) are obtained;

and, for the purpose of this resolution:

“A Share(s)” has the same meaning ascribed thereto in the circular issued by the Company on 13 April 2012;

“Domestic Share(s)” mean the ordinary shares(s) issued by the Company, with a RMB denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi;

“H Share(s)” mean 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 of Hong Kong Limited;

“Relevant Period” means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the General Mandate (Shares) is renewed, either unconditionally or subject to conditions; or
- (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares or such other securities to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place, or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

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- (2) contingent on the Board resolving to exercise the General Mandate (Shares) and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate (Shares) and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

7. **“THAT:**

- (1) the board of the directors of the Company (the **“Board”**) be and is hereby generally and unconditionally granted a general mandate (**“General Mandate (Debenture)”**), subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China, to issue short-term debentures, in one or more tranches, with an aggregate principal amount not exceeding RMB500 million (the **“Debenture Issue(s)”**).
- (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 Debenture Issue(s) (including, but not limited to, the determination of the final aggregate principal amount, interest rate, rating, guarantee arrangements and use of the proceeds of the Debenture Issue(s));
 - (ii) do all such acts which are necessary and incidental to the issue of the Debenture Issue(s) (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and

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- (iii) take all such steps which are necessary for the purposes of executing the Debenture Issue(s) (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board (or any committee thereof) in connection with the Debenture Issue(s), such acts and steps be hereby approved, confirmed and ratified.”

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

Beijing,
The People's Republic of China
13 April 2012

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Tuesday, 8 May 2012 to Monday, 28 May 2012 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited at 4:30 p.m., the close of business on of Monday, 7 May 2012 are entitled to attend and vote at the 2011 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2011 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Shares Registrar and Transfer Office, not later than 4:30 p.m. on Monday, 7 May 2012. The address of the Company's H-Shares Registrar and Transfer Office 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 Tuesday, 8 May 2012 to Monday, 28 May 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 on Monday, 7 May 2012 are entitled to attend and vote at the 2011 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors 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 2011 Annual General Meeting should complete and return the reply slip for attending the 2011 Annual General Meeting in person.

Holders of H Shares should complete and return the reply slip to the Company's H-Shares Registrar and Transfer Office 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 and Transfer Office 20 days before the 2011 Annual General Meeting (i.e. on or before Tuesday, 8 May 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 2011 Annual General Meeting (i.e. on or before Tuesday, 8 May 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

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- (C) Each holder of H Shares entitled to attend and vote at the 2011 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2011 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.
- (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 2011 Annual 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 and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), such that the same shall be received by Company’s H-Shares Registrar and Transfer Office not less than 24 hours before the time appointed for the 2011 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2011 Annual General Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2011 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) 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 2011 Annual 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 2011 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 2011 Annual 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.
- (H) The 2011 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2011 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) The Company has set the record date for final dividend distribution on Wednesday, 6 June 2012. The Company will not process registration of transfers of the H Shares and Domestic Shares from Friday, 1 June 2012 to Wednesday, 6 June 2012 (both days inclusive). Holders of H Shares and Domestic Shares whose names appear on the register of H Shares and Domestic Shares at the end of Wednesday, 6 June 2012 are entitled to the final dividend approved by the 2011 Annual General Meeting. To qualify for entitlement of the 2011 final dividend (if any), documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged at the transfer office of the Company’s H-Shares Registrar and Transfer Office (Whose address is set out in note (A) above), not later than 4:30 p.m. on Thursday, 31 May 2012. Holders of Domestic Shares should contact the Secretary to the Board (whose contact details are set out in note (B) above) for details concerning registration of transfers of Domestic Shares.

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.