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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)

NOTICE OF 2012 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 2012 (the “**2012 Annual General Meeting**”) will be held at 9:00 a.m. on Tuesday, 28 May 2013 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China 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 2012.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2012.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors' Report for the year ended 31 December 2012.
4. To consider and approve the appointment of Deloitte Touche Tohmatsu CPA LLP (德勤華永會計師事務所(特殊普通合夥)) as the auditors (including as the auditors of the A share listing application) of the Company for the period from the conclusion of the 2012 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2013, and to authorise the audit committee of the Board of Directors of the Company to determine its remuneration.
5. To consider and approve the profit distribution of the Company for the year ended 31 December 2012, including the payment of the final dividend of RMB0.10 per share of the Company (Note(J)).

6. To consider and approve the re-election of Mr. Wei Tingzhan as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
7. To consider and approve the re-election of Mr. Li Jianwen as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
8. To consider and approve the re-election of Ms. Li Chunyan as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
9. To consider and approve the re-election of Mr. Liu Yuejin as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
10. To consider and approve the re-election of Mr. Gu Hanlin as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
11. To consider and approve the re-election of Mr. Li Shunxiang as a Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
12. To consider and approve the re-election of Mr. Choi Onward as an independent non-executive Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
13. 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 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
14. To consider and approve the re-election of Mr. Chen Liping as an independent non-executive Director of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
15. To consider and approve the re-election of Ms. Liu Wenyu as a Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
16. To consider and approve the re-election of Mr. Yang Baoqun as a Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.

17. To consider and approve the re-election of Mr. Chen Zhong as an independent Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
18. To consider and approve the re-election of Ms. Cheng Xianghong as an independent Supervisor of the Company for the term from the conclusion of the 2012 Annual General Meeting to the conclusion of the 2015 Annual General Meeting.
19. To consider and approve the remuneration of the new Directors: (1) the director's fee for the independent non-executive Director having the accountant's qualification of The Hong Kong Institute of Certified Public Accountants at RMB154,758 (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, (2) the director's fee for the Chairman of the Board includes the annual basic salary of RMB700,000 (tax inclusive) and a performance-based bonus based on the Company's annual financial results, which is determined as follows: the performance-based bonus is linked with the Company's fulfilment of its operation target in the relevant year. If the actual basic earning ratio per share (calculated according to the audited profits attributable to owners of the ordinary shares of the parent company in the relevant year and the number of issued ordinary shares of the Company in the relevant year) exceeds the target basic earning ratio per share of the relevant year, the performance-based bonus shall be paid to the Chairman in accordance with the following formula: Performance-based bonus = annual basic salary × (actual basic earning ratio per share – target) × factor (the factor corresponding to every one percent of the actual basic earning ratio per share in excess of the target basic earning ratio per share shall be 0.15 – 0.17. Furthermore, the rate of growth of the performance-based salary each year shall not exceed the rate of growth of the Company's profits in the same year.) It is proposed that the final amount of the performance-based bonus payable to the Chairman each year shall be determined by the remuneration committee of the Board in accordance with the above principle; and (3) each of the executive Directors (other than the Chairman of the Board) will not receive a director's fee, save that, for the avoidance of doubt, they will be entitled to remuneration based on their respective duties and responsibilities (other than being a Director) in the Company.
20. To consider and approve: (1) the supervisor's fee for each of the independent Supervisors at RMB35,100 (tax inclusive) per annum, and (2) that all the other Supervisors will not receive any supervisor's fees.
21. To consider and authorise any executive director to enter into an agreement/a letter of appointment on behalf of the Company with each of the re-elected Directors/Supervisors.

AS SPECIAL RESOLUTIONS:

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

22. “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 per cent 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 per cent of the aggregate nominal amount of the H Shares in issue,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 People’s Republic of China (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 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;

- (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.”

23. **“THAT:**

- (1) the Board be and is hereby generally and unconditionally granted a general mandate, subject to the registration and approval from the National Association of Financial Market Institutional Investors of the People’s Republic of China (中國銀行間市場交易商協會), to issue short term debentures and/or medium-term notes in one or more tranches, with an aggregate principal amount not exceeding RMB800 million (inclusive of RMB800 million) (the “**Debenture/Notes Issue(s)**”); and
- (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/Notes Issue(s) (including, but not limited to, the determination of the final aggregate principal amount, term, interest rate, and use of the proceeds of the Debenture/Notes Issue(s) and other related matters);
 - (ii) do all such acts which are necessary and incidental to the issue of the Debenture/Notes Issue(s) (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and

- (iii) take all such steps which are necessary for the purposes of executing the Debenture/Notes 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/Notes Issue(s), such acts and steps be and are hereby approved, confirmed and ratified.”

24. **“THAT:**

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

In clause 148 of the existing Articles of Association, the first and second line of the words “**be prepared in accordance with either international accounting standards, or that of the place outside the PRC where the Company’s shares are listed**” be deleted in its entirety and replaced by the words “**be prepared in accordance with the accounting standards regulated and allowed by the law and the rules of stock exchanges of the place outside the PRC where the Company’s shares are listed.**” (*Note (I)*).

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

Beijing, the People’s Republic of China
12 April 2013

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“H Shares”) from Wednesday, 8 May 2013 to Tuesday, 28 May 2013 (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 Tuesday, 7 May 2013 are entitled to attend and vote at the 2012 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2012 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 Tuesday, 7 May 2013. The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–16, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

The Company will not process registration of transfers of the domestic shares of the Company (“**Domestic Shares**”) from Wednesday, 8 May 2013 to Tuesday, 28 May 2013 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Tuesday, 7 May 2013 are entitled to attend and vote at the 2012 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 2012 Annual General Meeting in person should complete and return the reply slip for attending the 2012 Annual General Meeting.

Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company’s H-Share Registrar 20 days before the 2012 Annual General Meeting (i.e. on or before Wednesday, 8 May 2013).

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 2012 Annual General Meeting (i.e. on or before Wednesday, 8 May 2013).

The contact details of the Secretary to the Board are as follows:

3rd Floor
Block No.45, Xinyuan Street
Chaoyang District, Beijing
The People’s Republic of China
Telephone No.: 86(10) 6460 3046
Facsimile No.: 86(10) 6461 1370

- (C) Each holder of H Shares entitled to attend and vote at the 2012 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2012 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 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 2012 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.
- (E) 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 (D) above must be delivered to the Company’s H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2012 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2012 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2012 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 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 2012 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his/her proxy should produce proof of identity when attending the 2012 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 2012 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.
- (H) The 2012 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2012 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) Please note that the proposed amendments to the existing Articles of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language in this notice is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

- (J) The Company will set the record date of final dividend distribution on Thursday, 6 June 2013. The Company will not process registration of transfers of the H shares and Domestic Shares of the Company from Saturday, 1 June 2013 to Thursday, 6 June 2013 (both days inclusive). Holders of H Shares and whose names appear on the register of H Shares kept at the Company's H-Shares Registrar and holders of Domestic Shares of the Company whose names appear on the register of shareholders of the Company on Thursday, 6 June 2013 are entitled to the 2012 final dividend (if any). To qualify for entitlement of the 2012 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 (whose address is set out in note(A)), not later than 4:30 p.m. on Friday, 31 May 2013. Holders of Domestic Shares should contact the Secretary to the Board (whose contact details are set out in note (B)) for details concerning registration of transfers of Domestic Shares.

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*